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LAW OFFICES  
STEWART M. MIRMELLI  
407 LINCOLN ROAD, SUITE 11B  
MIAMI BEACH, FLORIDA 33139

TELEPHONE: (305) 672-5010  
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January 30, 1998

500002420285--0  
-02/03/98-01092-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

RE: YESHIVA GEDOLAH RABBINICAL COLLEGE, INC.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for YESHIVA GEDOLAH RABBINICAL COLLEGE, INC.

Also enclosed is my check in the amount of \$70.00 for the following:

\$35.00	Filing fee;
<u>35.00</u>	Registered Agent fee.
\$70.00	

Please return a stamped copy of the Articles for our records.

If you have any questions or if I may be of further assistance please do not hesitate to call.

Very truly yours,

STEWART M. MIRMELLI

Enclosures  
SMM/dc  
YESHIVA.SEC

DIANA

GAVE

AUTHORIZATION BY PHONE TO  
CORRECT SUFFIX + R.A. ACCEPTANCE

DATE 2-4-98

DOC. EXAM AM

FILED  
98 FEB -3 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 2-5-98

ARTICLES OF INCORPORATION  
OF  
YESHIVA GEDOLAH RABBINICAL COLLEGE, INC.

FILED  
98 FEB -3 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Not-for-Profit Corporation Act under the provisions of Chapter 617 of the statutes of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is YESHIVA GEDOLAH RABBINICAL COLLEGE, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

Some of the purposes for which this Corporation is organized are:

1. to provide proper facilities for the dissemination of knowledge and learning of Jewish faith, history, literature, and Jewish lifestyles and ideals in accordance with Chabad methods;
2. to conduct religious, educational and social activities in connection with the observance of Jewish holidays and tradition; and
3. to educate, train and ordain Rabbis and spiritual leaders, who will be able to accept positions of religious leadership of outreach in Jewish communities.

In addition, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is

empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

No person, firm or Corporation shall ever receive any dividends or profits from the undertakings of this corporation, and upon the dissolution of this Corporation, the Board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious, or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this Corporation. It is the specific intent of the Corporation that if any such distribution should occur, that all assets be distributed to its parent organization, the Florida Friends of Lubavitch, Inc. or to the World Lubavitch Headquarters, the Merkos L'Inyonei Chinuch of Brooklyn, New York.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 1200 Alton Road, Miami Beach, Florida 33139, and the name of the initial registered agent at such address is Benzion Korf. PRINCIPAL ADDRESS IS SAME AS ABOVE.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least five (5) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Abraham Korf	Director/President
Benzion Korf	Director/Vice President
Yosef Sossonko	Director/Secretary
Yehuda Leib Schapiro	Director/Treasurer
Stewart Mirmelli	Director/Officer

ARTICLE IX

The names and addresses of the initial incorporators (subscribers) are as follows:

Abraham Korf	1257 Alton Road Miami Beach, FL 33139
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Benzion Korf                    5601 Collins Avenue, #420  
Miami Beach, FL 33140

Yosef Sossonko                1207 Lenox Avenue  
Miami Beach, FL 33139

Yehuda Leib Schapiro        2040 Alton Road  
Miami Beach, FL 33140

Stewart Mirmelli            1210 Michigan Avenue  
Miami Beach, FL 33139

#### ARTICLE X

Section 1. The officers of the corporation shall be a president, such number of vice presidents, a secretary, a treasurer and such other officers as may be provided for in the By-Laws.

Section 2. The officers shall be elected at the Annual Meeting of the Board of Directors or as provided in the By-Laws.

#### ARTICLE XI

Section 1. The business affairs of this corporation shall be managed by the Board of Directors of this corporation. This corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than three (3).

Section 2. Members of the Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-laws.

#### ARTICLE XII

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its business as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a three-fourths (3/4) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE XIII

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a three-fourths (3/4) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the By-Laws of intention to submit such amendments.

#### ARTICLE XIV

No part of the net earnings of this corporation shall inure to the benefit of any individual or member.

#### ARTICLE XV

In order to promote the purposes of this corporation, it may acquire property by grant, gift, devise, or bequest and hold and dispose of such property as the corporation shall require for the benefit of the members and purposes of the corporation and not for pecuniary profit.

#### ARTICLE XVI

In consideration of the unique, special and incontrovertible bond and relationship that exists between this not-for-profit Corporation and the Chabad-Lubavitch movement, the following regulations and principles shall be binding on this Corporation. This Article shall not be amended without the express consent of the Director appointed by Friends of Lubavitch of Florida, Inc.; however, nothing contained herein shall prevent the members of the Corporation by a two-thirds (2/3) vote from terminating the existence of the Corporation.

#### ARTICLE XVII

The Spiritual Leader of this Corporation shall be a Rabbi who has received a majority vote of the membership, and the approval of Friends of Lubavitch of Florida, Inc. and/or who has received the written approval of the Honorable Lubavitcher Rebbe, Shelita Menachem Mendel Schneerson, his successor and/or his personal representative; and

The Final Authority in all areas of Jewish Religious Law or interpretation shall be the Honorable Lubavitcher Rebbe, Shelita Menachem Mendel Schneerson, his successor, and/or his personal representative.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 28<sup>th</sup> day of JANUARY, 1998, for the purpose of forming this corporation not for profit under the laws of Florida.

Signed, Sealed and Delivered in the presence of:

Diana Cruz  
Melissa James  
Diana Cruz  
Melissa James  
Diana Cruz  
Melissa James  
Diana Cruz  
Melissa James  
Diana Cruz  
Melissa James

Abraham Korf  
Benzion Korf  
REGISTERED AGENT  
Yosef Sossonko  
Yehuda Leib Schapiro  
Stewart Mirmelli

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 1998.

(SEAL)

Diana Cruz  
Notary Public  
State of Florida  
My Commission Expires:



DIANA CRUZ  
My Commission CC525222  
Expires Feb. 23, 2000

\*BY SIGNING ABOVE, I ACCEPT THE DESIGNATION AS REGISTERED AGENT.

FILED  
98 FEB -3 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA