

N98000003692

Rabbi Marc Benarroch
Philosophical and Spiritual University, Inc.
17720 N. Bay Road, PHA
Miami Beach, FL. 33160
(305) 931-4161

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:05

June 15, 1998

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Jim Smith, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

6-15-98

RE; Philosophical and Spiritual University, Inc.
None Profit Organization
17720 N. Bay Road, PHA
Miami Beach, FL. 33160

Gentlemen;

I am enclosing herewith the original of the Articles of the Corporation above mentioned including 2 copies and the check in the sum of \$ 131,25 for filing fees, including the appropriate Certificate.

I would appreciate to return to me a copy duly stamped, and the Certificate of the foresaid corporation.

Thank you for your cooperation.

Very Truly yours


Rabbi Marc Benarroch, Agent

Re. PHILO-CO

D. BROWN JUN 24 1998

EFFECTIVE DATE
6-15-98

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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:05

PHILOSOPHICAL AND SPIRITUAL UNIVERSITY, INC.

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a non-profit corporation, under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporation for non-profit, certifies that:

ARTICLE 1 - NAME

The name of the corporation shall be :

PHILOSOPHICAL AND SPIRITUAL UNIVERSITY, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existance commencing
June 15, 1998.

ARTICLE III - ADDRESS

This Corporation shall be located and have its principal office at 17720, N.Bay Road, PHA, Miami Beach, Florida 33160

ARTICLE IV - PURPOSE

This corporation is organized for the purpose to wit:

A- Transacting any and all lawful and religious business permitted under the Laws of the United States and of this State.

B-Elect or appoint such offers and agents as its affairs shall require and allow them reasonable compensation.

C-Adopt, change, amend and repeal By-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

D-Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers or trustees so that the number shall not be less than 3 but may be any number in excess thereof.

E-Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

Receive donations as charitable from members or non members of this Organization.

ARTICLE V - TERM

The term of existence of this corporation shall be perpetual.

ARTICLE VI Memberships

The membership of this corporation shall be open to all people of all ages interested in perpetuating Sephardic or Ashkenazim culture and tradition.

ARTICLE VII - members Incorporators

The names and addresses of the Incorporators of this corporation are as follow :

NAME	ADDRESS
Rabbi Benarroch Marc	17720 N.Bay Road.PHA.Miami Beach, FL.33160
Benarroch Mathilde	17720 N.Bay Road.PHA.Miami Beach, FL.33160
Benarroch Joel	17720 N.Bay Road.PHA.Miami Beach, FL.33160
Ezra Muallem	17720 N.Bay Road.PHA.Miami Beach, FL.33160
Ezra Naziha	17720 N.Bay Road.PHA.Miami Beach, FL.33160

ARTICLE VIII

The management of the affairs of this corporation shall be vested in: A Board of Directors comprised of a President, Vice-President, Secretary, treasurer and such other officers, boards and committees as the Constitution and By-Laws of this Corporation may prescribe, or as this corporation may elect in accordance with its needs. The terms of the elected officers shall be for five (5) years, with one member to serve for five years, one for four, one for three, one for two and one for one year, or as specified in the Constitution and By-laws of the corporation.

ARTICLE IX

The names of the officers who are to manage the affairs of the corporation until the first meeting and election under this Chapter are as follows :

President	Rabbi Benarroch Marc
Vice-President	Benarroch Mathilde
Secretary	Benarroch Joel
Treasurer	Ezra Mualem
Officier	Naziha Mualem

ARTICLE X

The territory in which the corporation's operations are principally to be conducted is the United States of America: the corporation also may conduct operations in foreign countries: subject, however, to the laws of its state of incorporation.

ARTICLE XI

Amendments of these Articles of Incorporation or By-Laws of the corporation may be made at any meeting of this corporation: provided, that such amendments are approved by a majority of the voting members present and voting at such meeting.

ARTICLE XII

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from Federal Income Taxation as a corporation described in Section 501 (c)(3) of the Internal Revenue Code of 1954: or (2) cause it to lose such exempt status.

ARTICLE XIII

The amount of the yearly dues payable by the members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIV

The initial address of the registered office of this corporation is: 17720 N.Bay Road,PHA.
Miami Beach, Florida 33160

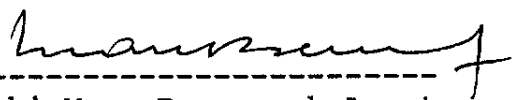
and the name of the initial registered agent of this corporation at that address is:

Rabbi Marc Benarroch

ARTICLE XV

The Resident Agent to accept service of process within this State for said corporation shall have be RABBI MARC BENARROCH, LOCATED 17720 N.Bay Road PHA, Miami Beach, Florida 33160.

Having been named to accept service of process for the above stated corporation at the place designated herein. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Rabbi Marc Benarroch, Agent

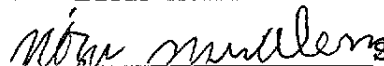
IN WITNESS WHEREOF, We the incorporators, have hereunto set our hands and seals this day of May 1998


----- SEAL
RABBI MARC BENARROCH


----- SEAL
MATHILDE BENARROCH


----- SEAL
JOEL BENARROCH


----- SEAL
EZRA MUALEM


----- SEAL
NAZIHA MUALEM

SEAL

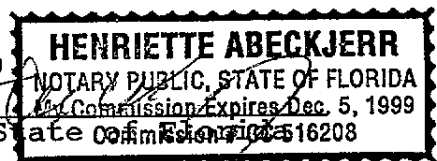
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Marc Benarroch, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they were executed for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 27 day of May, 1998.

Henriette Abeckjerr
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Promotion and Respect, Inc.

2. The name and address of the registered agent and office is:

Marc Benarroch
Rabbi Marc Benarroch
17720 N. Bay Road, PHA
Miami Beach, FL 33160

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions off all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Rabbi Marc Benarroch.


FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:05

STATE OF FLORIDA)
) SS
COUNTRY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Marc Benarroch, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 27th day of May 1998

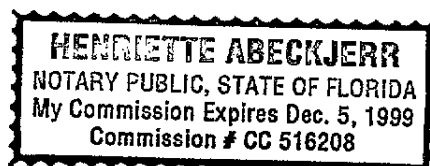


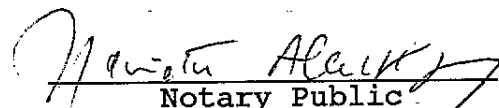

Notary Public

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mathilde Benarroch, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 27th day of May 1998




Notary Public

STATE OF FLORIDA)
) SS
 COUNTRY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Joel Benarroch, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 21th day of May 1998



Henriette Abeckjerr
 Notary Public

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ezra Muallem, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 21th day of May 1998



Henriette Abeckjerr
 Notary Public

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Naziha Muallem, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 27th day of May 1998

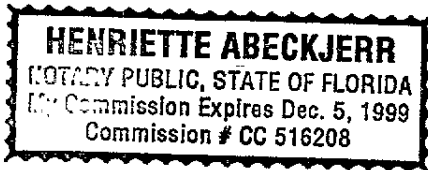


Henriette Abeckjerr
NOTARY PUBLIC

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ezra Muallem, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 27 day of May 1998



Henriette Abeckjerr

NOTARY PUBLIC

(Re.CORP-PRO)