

701541

FITZGERALD & PORTUONDO, P.A.

Grand Bay Plaza
2665 South Bayshore Drive
Suite M-103
Coconut Grove, Florida 33133

Telephone (305) 854-6666
Telefax (305) 856-7634

December 17, 1996

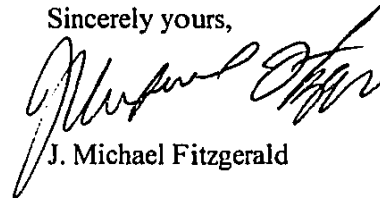
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/03/97--01046--011
*****35.00 *****35.00

Dear Sir/Madam:

Please find enclosed the Amended and Restated Articles of Incorporation for the Brothers of the Good Shepherd, a Florida non-profit corporation. We have also enclosed a check for \$35.00 made out to the Florida Department of State. Please file these amended articles. Thank you for your attention to this matter.

Sincerely yours,


J. Michael Fitzgerald

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 PM 1:39

Enclosures

Amend +
Restated Articles
Sp 2(27/97)
1092
X789,564,547,67140



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 6, 1997

J. Michael Fitzgerald, Esquire
2665 S. Bayshore Drive
Suite M-103
Coconut Grove, FL 33133

SUBJECT: BROTHERS OF THE GOOD SHEPHERD, INC.
Ref. Number: 701541

We have received your document for BROTHERS OF THE GOOD SHEPHERD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 697A00006493

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Brothers of the Good Shepherd, Inc.
(A Florida Not for Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 PM 1:39

The undersigned, for the purpose of forming a corporation not for profit pursuant to the authority of Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Brothers of the Good Shepherd of Florida, Inc. It may be referred to herein as either Little Brothers of the Good Shepherd or the corporation.

ARTICLE II - PURPOSE

(a) The general purpose of the corporation shall be to foster charitable activities including, but not limited to, providing shelter and services especially designed to meet the physical, social and psychological needs of the homeless and to promote their health, security and usefulness in longer living and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of charitable activities in Dade County, Florida.

(b) The general purpose for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(d) Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

(e) This corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; the receipt by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter such bylaws; to carry on fund raising campaigns to solicit funds for the use of the Corporation, and in general to do any and all purposes for which this corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not

limit the objects or powers of the corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant by law shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific, or education purposes.

ARTICLE III - QUALIFICATIONS FOR MEMBERS AND THE MANNER OF THEIR ADMISSION

Membership in the corporation shall, at all times be limited to those persons who are members of the General Council of the Little Brothers of the Good Shepherd. Membership in the corporation may be transferred or assigned by affirmative act of the Member.

ARTICLE IV - RESERVATION OF POWERS TO MEMBERS

The corporation is an apostolate of the Roman Catholic Church, and, as such, the Code of Canon Law requires that certain corporate powers of governance should be reserved to the Member. Therefore, the following powers are specifically reserved to the Member and any provision in these Articles or Bylaws of the corporation that are in conflict shall be superseded.

4.1 The Member reserves to itself the articulation and mediation of the operating philosophy and mission statement that underlie the charitable ministry of Little Brothers of the Good Shepherd. Included within this reserved power shall be all decisions regarding major policy changes and long range planning.

4.2 Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of without the express written approval of the Member.

4.3 The corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

4.4 The Member shall approve the appointment of all Trustees.

4.5 The Member may remove any Trustee at any time for any reason which the Member, in its sole discretion, deems in the best interests of the corporation.

4.6 The Member shall approve the appointment and removal of the chief executive officer of the corporation.

4.7 The Member shall approve the appointment and removal of the Chairperson of the Board of Trustees, the legal counsel and the outside auditor of the Corporation.

ARTICLE V - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the corporation or any other 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, director or Officer of the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501 (c) (3) of the Internal Revenue Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors (sometimes referred to herein as "Trustees") consisting of not fewer than seven (7) and not more than thirty-five (35) persons, the exact number to be determined from time to time in accordance with the Bylaws.

The Board of Directors shall hold meetings at such time and place as described in the Bylaws.

All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

ARTICLE VIII - OFFICERS

The corporation shall have an Executive Director who shall be the chief executive office of the corporation. The Bylaws of the corporation may provide for other officers. A person may hold more than one office at one time.

ARTICLE IX - BYLAWS

The Member shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member in any manner permitted by the Bylaws.

ARTICLE X - CONDUCT OF AFFAIRS

The business and affairs of the corporation shall be conducted in a manner consistent with the Code of Canon Law, all applicable directives and teachings of the Roman Catholic Church, the mission and philosophy of the Little Brothers of the Good Shepherd and the provisions of these Articles of Incorporation and the Bylaws of the corporation.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, the Member(s) of the corporation shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, within their sole discretion, to the Little Brothers of the Good Shepherd, Inc., an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or educational, scientific, or religious purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the Member(s) of the corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XII - AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only by the Member(s).

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators, this
18th day of Nov., 1996.


Paul Johnson


Mark Kinsella

STATE OF FLORIDA)
) SS:
COUNT OF DADE)

BEFORE ME, personally appeared Mr. Paul Johnson to me well known to me to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged to and before me that he/she executed said instrument for the purpose therein expressed.

BEFORE ME, personally appeared Mr. Mark Kinsella to me well known to me to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged to and before me that he/she executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 18th day of Nov., 1996.

My Commission Expires: Sept. 25, 1998


NOTARY PUBLIC

OFFICIAL NOTARY SEAL LYDA J HOPKINS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC390384 MY COMMISSION EXP. SEPT 25, 1998

NOTARY PUBLIC NAME
TYPED, PRINTED, STAMPED

☒ PERSONALLY KNOWN TO ME
☐ PRODUCED ID _____
TYPE OF ID PRODUCED _____

AFFIDAVIT OF BROTHER PAUL JOHNSON

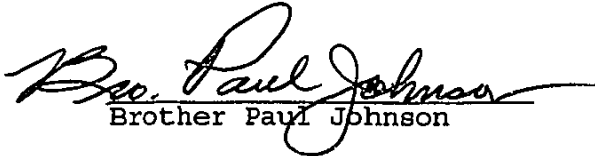
STATE OF FLORIDA)

COUNTY OF DADE)

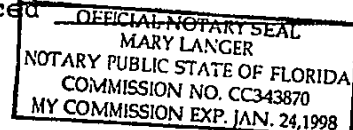
BEFORE ME, the undersigned authority, personally appeared Brother Paul Johnson, who after being duly sworn, deposes and says:

1. My name is Brother Paul Johnson.
2. I am the Treasurer of Brothers of the Good Shepherd, Inc.
3. The members of Brothers of the Good Shepherd, Inc. voted for the Amended and Restated Articles of Incorporation adopted on November 18, 1996.
4. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

FURTHER AFFIANT SAYETH NOT.


Brother Paul Johnson

The foregoing instrument was acknowledged before me this 20th day of February, 1997, by Brother Paul Johnson, who [☒] is personally known to me or [☐] has produced _____ as identification.



Notary Public, State of
Florida at Large

Print Name: Mary Langer
Commission Number: CC 343870
My Commission Expires: 11/24/98