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BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC.**

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**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC.
(A Florida Not for Profit Corporation)**

RESOLVED, that the Articles of Incorporation of Brothers of the Good Shepherd of Florida Brothers of the Good Shepherd of Florida, Inc. be amended and restated to read in their entirety as follows:

**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 "Brothers of the Good Shepherd, Inc.," "Brothers of the Good Shepherd," or "Corporation."

Principal place of business and registered office address:
860 NE 52nd Street
Miami, Florida 33137

**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 is 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

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Brothers of the Good Shepherd of Florida, Inc.**

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 power, 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 Bylaw shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific, or educational purposes.

ARTICLE III
QUALIFICATIONS FOR MEMBERS
AND THE MANNER OF THEIR ADMISSION

Membership in the Corporation shall, at all times be limited to the Provincial and his Council of the Hospitaller Order of St. John of God - Province of the Good Shepherd in North America. Membership in the Corporation may be assigned by the Members to another Catholic organization.

ARTICLE IV
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members acting in accordance with the General Statutes of the Hospitaller Order of St. John of God and any provision in these Articles or Bylaws of the Corporation that are in conflict shall be superseded:

- a. The Members reserve to themselves the articulation and mediation of the operating philosophy and mission statement that underlie the charitable ministry of the Corporation. Included within this reserved power shall be all decisions regarding major policy changes and long range planning.
- b. Corporate property, real and personal valued in excess of Two Thousand Five Hundred Dollars (\$2,500) shall not be leased, sold, mortgaged, pledged, conveyed, encumbered,

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Amended and Restated Articles of Incorporation of Brothers of the Good Shepherd of Florida, Inc.

- or otherwise disposed of without the express written approval of the Members.
- c. The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.
 - d. The Members shall approve the appointment of all Directors.
 - e. The Members may remove any Director at any time according to Florida Statute.
 - f. The Members shall approve the appointment and removal of the legal Counsel and the outside auditor of the Corporation.

ARTICLE V DURATION

This Corporation shall have perpetual existence.

ARTICLE VI LIMITATIONS ON ACTIVITIES

- a. 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 Sections 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.
- b. 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.

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**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

ARTICLE VII BOARD OF DIRECTORS

- a. The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws.
- b. The Board of Directors shall hold meetings at such time and place as described in the Bylaws.
- c. 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 a President, Secretary and Treasurer. 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 Members shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Members in any manner permitted by the Bylaws.

ARTICLE X 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 Hospitaller Order of St. John of God - Province of the Good Shepherd in North America, Inc., an Illinois Corporation, 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, qualifies 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.

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Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.

ARTICLE XI AMENDMENT OF THE ARTICLES OF INCORPORATION

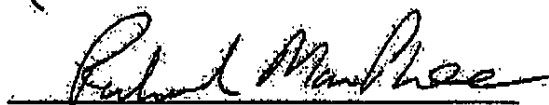
These Articles of Incorporation may be amended, altered, modified or revoked only by the Members. These Amended and Restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption by the Members.

The foregoing resolution was adopted at a duly and called meeting of the Members of the Corporation held in Albuquerque, New Mexico, on the 16th day of January, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of June, 2016.


Reginald A. Howson
Provincial, Hospitaller Order of St. John of God -
Province of the Good Shepherd in North America

Attest


Richard L. Manfree
President of the Corporation

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**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

The date of each amendment(s) adoption: January 16, 2015.

Effective date if applicable:

(No more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ Q The amendment(s) was/were adopted by the Members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ Q There were no Members or Members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Dated: 6-16-16

Signature: 

*(By the chairman or vice chairman of the board,
president or other officer - if directors have not been
selected, by an incorporator - if in the hands of a
receiver, trustee, or other court-appointed fiduciary
by that fiduciary)*



President of the Corporation