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CATHOLIC CHARITIES OF CENTRAL FLORIDA, INC.

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Amended  
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2009 DEC 29 AM 8:00  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CATHOLIC CHARITIES OF CENTRAL FLORIDA, INC.**

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The undersigned, pursuant to the Bylaws of the corporation and the resolutions of the Board of Directors and the Member, file these Amended and Restated Articles of Incorporation.

**ARTICLE I  
NAME**

- 1.1 The name of the corporation shall be **Catholic Charities of Central Florida, Inc.**, and its address shall be 1819 Semoran Boulevard, Orlando, Florida, 32807.

**ARTICLE II  
PURPOSE**

- 2.1 This corporation is formed as part of the social ministry of the Roman Catholic Diocese of Orlando ("the Diocese"). It is organized and shall be operated exclusively for charitable, religious, and/or educational purposes, and shall be subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and shall be operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church ("Canon Law") and the policies of the Roman Catholic Diocese of Orlando, Florida ("the Diocese"). Within the framework and limitations of the foregoing, this corporation is organized and shall be operated to, among other things, assist the Catholic community in fulfilling, in a planned and effective way, the work of serving those in need, regardless of their religious beliefs, to receive any real property, tangible or intangible personal property, including money by gift, grant, devise, bequest, or otherwise, from any individual, corporation or other entity, whether private, public, or governmental to carry out the work of its purposes and the Catholic community within the Diocese, to provide proper management of resources, and to provide not only for the current needs of the corporation, but also to plan and provide for the future.
- 2.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's member, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.
- 2.3 Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed

accordingly, and all powers and activities hereunder shall be limited accordingly.

- 2.4 Nothing in this Agreement shall be construed as creating, in any way, a Public Trust or public charitable trust, and all powers and activities hereunder, shall be limited accordingly.

### **ARTICLE III** **QUALIFICATION OF MEMBER**

- 3.1 The Member of this corporation shall be the Most Reverend Thomas G. Wenski, as Bishop of the Diocese of Orlando, and his successors in office.

### **ARTICLE IV** **RESERVATION OF POWERS TO MEMBER**

- 4.1 The corporation is an apostolate of the Catholic Church and as such Canon Law requires that certain rights be reserved to the Member. Therefore, in addition to any action which requires the consent of the Member under the Florida Not For Profit Corporation Act, the following rights are specifically reserved to the Member:
- 4.1.1 The power to appoint Directors and to remove Directors with or without cause;
  - 4.1.2 The power to establish or change the mission or basic philosophy or the Statement of Purpose of the corporation as set forth in the Bylaws or Articles of Incorporation;
  - 4.1.3 The power to amend the Articles of Incorporation or the Bylaws;
  - 4.1.4 The power to dissolve the corporation or merge or consolidate the corporation with any other corporation, provided that the purpose of any merged or consolidated entity is consistent with Article II;
  - 4.1.5 The power to limit the sale, lease, transfer or distribution of any property and assets of the corporation;
  - 4.1.6 The power to appoint the Chairperson and confirm the appointment of the corporation's Vice Chairperson after election by the Board of Directors;
  - 4.1.7 The power to approve the selection of the President/CEO upon recommendation by the Board of Directors;
  - 4.1.8 The power to confirm the sale, borrowing, leasing, encumbering, mortgaging, hypothecation or restriction of any real or personal property of the corporation which may have a value in excess of \$50,000;
  - 4.1.9 The power to consent to modify restrictions or conditions on the distribution of funds, upon the recommendation of the Board of Directors, consistent with the Bylaws;
  - 4.1.10 The power to appoint/engage legal counsel; and
  - 4.1.11 Any additional rights as may from time to time be provided for in the Bylaws, the Code of Canon Law, and/or the policies of the Diocese of Orlando.

**ARTICLE V**  
**BOARD OF DIRECTORS**

- 5.1 The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have between seven and twenty Directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three or more than twenty-five. The Member of this corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause, and at any such time as he may determine in his sole discretion.

**ARTICLE VI**  
**OFFICERS**

- 6.1 The officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers as may be provided in the Bylaws.
- 6.2 The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE VII**  
**TERM OF EXISTENCE**

- 7.1 This corporation is to exist perpetually.

**ARTICLE VIII**  
**COMMENCEMENT OF EXISTENCE**

- 8.1 The corporation began its existence on June 1, 1962, and was formerly named Catholic Social Services and in 1968, changed its name to Catholic Charities of Orlando. The name was changed to Catholic Charities of Central Florida, Inc., on the 13<sup>th</sup> of January, 2006.

**ARTICLE IX**  
**BYLAWS**

- 9.1 The Member of this corporation shall adopt Bylaws for the conduct of the corporation's business and the carrying out of its purposes as he may deem necessary.
- 9.2 The Bylaws may be amended, altered or rescinded by the Member of this corporation at any regular meeting or special meeting called for that purpose.

**ARTICLE X**  
**AMENDMENTS**

- 10.1 These Articles of Incorporation may be amended by the Member of this corporation at any regular or special meeting called by the Member for that purpose.

**ARTICLE XI**  
**CONDUCT OF AFFAIRS**

- 11.1 The business and affairs of the corporation shall be conducted in a manner consistent with the

code of Canon Law, the religious directives of the Diocese of Orlando, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

**ARTICLE XII**  
**LIMITATIONS ON ACTIVITIES**

- 12.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes 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 publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XIII**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 13.1 No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or which is exempt pursuant to any Group Letter or other Ruling of the Internal Revenue Service issued to the Catholic Church and none of the assets will be distributed to any member, officer or director of this corporation, provided, however, that 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 code or which is exempt pursuant to any Group Letter or other Ruling of the Internal Revenue Service issued to the Catholic Church.

**ARTICLE XIV**  
**REGISTERED OFFICE AND AGENT**

- 14.1 The street address of the registered office of this corporation is 1819 N. Semoran Boulevard, Orlando, Florida 32807, and the name of the registered agent of this corporation at the address is Arne Nelson.

These Amended and Restated Articles of Incorporation contain amendments requiring member approval and were adopted on the 30<sup>th</sup> day of November, 2009 by the member and the board of directors and the number of votes cast for the amendment by the member and the board were sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation of the Corporation to be signed this 30<sup>th</sup> day of November, 2009.

By: Pamela Gilardi  
Name: Pamela Gilardi  
Title: Chairman of the Board

STATE OF FLORIDA  
COUNTY OF ORANGE

) ss.

The foregoing instrument was acknowledged before me this 30 day of November, 2009, by Pamela Gilardi, as the Chairman of Catholic Charities of Central Florida, Inc.  who is personally known to me or  who has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Ann Michelle Tyburski  
NOTARY PUBLIC, State of Florida

My Commission Expires:


22 April 2010



Ann Michelle Tyburski  
Commission # DD516715  
Expires April 22, 2010  
Bonded Twp Plan - Insurance, Inc. 800-365-7018

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Arne Nelson

Registered Agent

Date: 30 November, 2009