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ACCOUNT NO. : 072100000032

REFERENCE : 561517 81624A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70

ORDER DATE : January 24, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 561517-005

CUSTOMER NO: 81624A

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CUSTOMER: Jose M. Ferrer, Esq
J. PATRICK FITZGERALD, PA
J. PATRICK FITZGERALD, PA
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ST. BONIFACE GARDENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 1:33

RECEIVED
00 JAN 24 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ATLANTA, GEORGIA

ARTICLES OF INCORPORATION
OF
ST. BONIFACE GARDENS, INC.
(a Florida not for profit corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 24 PM 1:33

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

ARTICLE I
NAME AND REGISTERED AGENT

(A) The name of the corporation is St. Boniface Gardens, Inc., a Florida not for profit corporation.

(B) The existence of the corporation shall be perpetual and shall commence its existence on the date of filing and assignment of charter number.

(C) The principal office of the corporation will be located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

(D) The resident agent of the corporation is J. Patrick Fitzgerald, Esquire, whose post office address is J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

ARTICLE II
PURPOSE

(A) To provide elderly or disabled persons with housing facilities and services especially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(B) Said 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.

ARTICLE III
POWER

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(B) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of the Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of capital advances and project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.

(C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. No substantial part of the activities of organization 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 for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(D) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member director, or other officer of this corporation, contributor or private individual. In the event of dissolution or the winding up

of its affairs or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation other than one created for religious purposes; provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE IV
BOARD OF DIRECTORS

The number of directors of the corporation shall be no less than seven (7) nor more than fifteen (15) and shall be elected by the members of the corporation from the membership. Only members of the corporation may sit as a director. The initial members and directors are set below:

Name	Address
<u>Rev. Msgr. John J. Vaughan</u>	<u>9401 Biscayne Blvd., Miami Shores, FL 33138</u>
<u>Rev. Msgr. William J. Hennessey</u>	<u>9401 Biscayne Blvd., Miami Shores, FL 33138</u>
<u>Rev. Thomas G. Honold</u>	<u>1050 N.E. 125 St., Miami, FL 33161</u>
<u>Joseph M. Catania</u>	<u>9401 Biscayne Blvd., Miami Shores, FL 33138</u>
<u>Arnaldo Lopez</u>	<u>9401 Biscayne Blvd., Miami Shores, FL 33138</u>
<u>Rev. Tomas M. Marin</u>	<u>9401 Biscayne Blvd., Miami Shores, FL 33138</u>
<u>Rev. Antonio Silio</u>	<u>8330 Johnson St., Pembroke Pines, FL 33024</u>

The directors shall serve without compensation.

Membership in the corporation shall, at all times, be limited to individuals who subscribe to the purposes of this corporation as contained herein and are approved by the Archbishop of the Archdiocese of Miami, or his successor in office. In the event he or his successor in office withdraw said approval, then such withdrawal of approval shall be construed as resignation as a member and director of this corporation.

The officers of this corporation as provided by the Bylaws of the corporation, shall be elected by the directors of the

corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year.

Where the term "Director" or "Directors" is used in connection with the governing Board of this corporation, it shall be interchangeable with the term "Trustee" or "Trustees" in connection with the governing Board of this corporation.

ARTICLE V OFFICERS OF THE CORPORATION

The affairs of the corporation shall be managed by the President, Vice-President, Secretary, Assistant-Secretary and Treasurer and such other officers as may from time to time be created by the Bylaws. The Secretary and Treasurer may be one and the same person and need not be a director of the corporation. Other officers must be directors of the corporation. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

<u>Rev. Msgr. John J. Vaughan</u>	President
<u>Rev. Msgr. William J. Hennessey</u>	Vice President
<u>Joseph M. Catania</u>	Secretary/Treasurer

ARTICLE VI MEETINGS

The annual meeting of the Board governing this corporation shall be held in accordance with the Bylaws.

ARTICLE VII AMENDMENT

Section 1. So long as the corporation is receiving benefits under Section 202, Section 8 or any other assistance under said National Housing Act, as amended, these Articles of Incorporation may not be amended without the prior written approval of the

Secretary of Housing and Urban Development.

Section 2. These Articles of Incorporation may be amended by a majority vote of the membership at any regular meeting, or any special meeting called for that purpose, after first giving at least ten (10) days notice to the membership, subject to the provision of Article VII, Section 1 hereof.

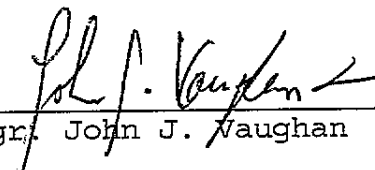
ARTICLE VIII
BYLAWS

The Bylaws of the corporation shall be adopted by the Members and may be amended from time to time by a majority vote of the membership present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article III, B, hereof.

ARTICLE IX
INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows: Reverend Monsignor John J. Vaughan, Archdiocese of Miami, 9401 Biscayne Boulevard, Miami Shores, FL 33138.

IN WITNESS WHEREOF, I, the incorporator, have hereunto set my hand and seal as incorporator, this 21 day of JANUARY, 2000.



Rev. Msgr. John J. Vaughan

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NOTARY PUBLIC-STATE OF
At Large
(Print, Type or Stamp Notary Name)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the responsibilities and agrees to serve as Registered Agent of St. Boniface Gardens, Inc., a Florida not for profit corporation.



J. Patrick Fitzgerald, Esq.
Registered Agent

JMF/cl/JMF6/ADM-ST-BONIFACE-ART-INCORP

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