

N00000008506



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944910 81624A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 70.00

LIST-----

ORDER DATE : December 26, 2000

ORDER TIME : 3:39 PM

ORDER NO. : 944910-005

CUSTOMER NO: 81624A

CUSTOMER: Thomas Courtney, Esq
J. Patrick Fitzgerald, Pa

400003513674--2

Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: VILLA SETON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 26 PM 5:03

RECEIVED 8
00 DEC 26 PM 4:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VILLA SETON, INC.
(A not-for-profit corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 26 PM 5: 03

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 Villa Seton, 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 9995 N. Military Trail, Palm Beach Gardens, Florida, 33410.
- (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**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (A) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially 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 nonprofit basis.

(B) 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III POWER

The Corporation is empowered:

(A) To buy, own, sell, 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, or Section 811 of the National Affordable Housing Act.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) 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 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 or project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertaking 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.

(D) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall

be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV BOARD OF DIRECTORS

The number of directors of the corporation shall be no less than seven (7) nor more than twenty-five (25) 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 forth below:

Rev. Msgr. John R. McMahon
370 S.W. Third Street
Boca Raton, FL 33432

Reverend Richard Murphy
P.O. Box 3758
Vero Beach, FL 32964

Madeleine Schutz
P.O. Box 109650
Palm Beach Gardens, FL 33410-9850

Basil J. Zaloom
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

Kevin McGinley
1300 N. Congress Ave, Suite C
West Palm Beach, FL 33409

Rev. Edmund Szpieg
St. Elizabeth Ann Seton
930 S.W. Tunis Avenue
Port St. Lucie, FL 34953

Dennis J. Murphy
350 S.W. Panther Trace
Port St. Lucie, Florida 34952

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 Bishop of the Diocese of Palm Beach, 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 officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

Rev. Msgr. John R. McMahon	President
Rev. Richard Murphy	Vice President
Madeleine Schutz	Secretary
Basil Zaloom	Treasurer
Kevin McGinley	Assistant Secretary/Treasurer

ARTICLE VI
MEETINGS

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

ARTICLE VII
BYLAWS

Bylaws of the Corporation may be adopted by the directors 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 or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

ARTICLE VIII
AMENDMENT

Section 1. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

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 herein.

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is as follows:

Reverend Richard Murphy
Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

IN WITNESS WHEREOF, the incorporator, have hereunto set my hand and seal as
incorporator, this 19th day of Dec., 2000.

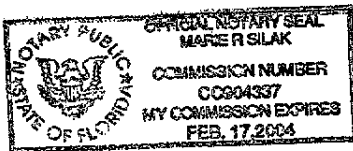
Richard Murphy

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19 day of December
2000, by Reverend Richard Murphy, as Vice President of Villa Seton, Inc., a Florida not for profit
corporation, on behalf of the corporation, and ☒ who is personally known to me or ☐ who has
produced _____ as identification.

Marie L. Silak
NOTARY PUBLIC - STATE OF FLORIDA
At Large

My Commission Expires:




ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 26 PM 5: 03

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



J. Patrick Fitzgerald, Esquire
Registered Agent