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ACCOUNT NO. : 072100000032

REFERENCE : 948914 81624A

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 948914-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia  
J. Patrick Fitzgerald, Pa

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

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RECEIVED  
00 DEC 29 AM 11:35  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: R. A. SANCHEZ FAMILY  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: KR 12/29

FILED  
00 DEC 29 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**  
00 DEC 29 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of R. A. Sanchez Family Foundation, Inc.,  
a Florida not for profit corporation**

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**

The name of the corporation is R. A. Sanchez Family Foundation, Inc., a Florida not for profit corporation (hereinafter called the "Corporation"), whose principal office is located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

**ARTICLE II**

**PURPOSE**

(a) To provide special needs persons with housing facilities and services especially designed to meet their physical and psychological needs, and to promote their health, security and happiness and usefulness, the changes for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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) 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.

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

The Member shall be The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami and his successors in office.

**ARTICLE IV**  
**RESERVATION OF POWERS TO MEMBERS**

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member and any provision in these Articles of Incorporation or the Bylaws that are in conflict shall be superseded:

(a) The Member shall approve any long range plan of the corporation as well as any statement of policy and any changes thereto.

(b) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

(c) The Bylaws shall not be altered, revised, or amended without the express written approval of the Member.

(d) The Member shall approve in advance candidates to the Board of Directors, as proposed by the Board of Directors to the Member.

(e) The Member may remove any Director at any time for a grave reason, in accordance with the procedures determined by Canon Law.

(f) The Member shall approve the appointment and the removal of the President, the outside auditor and the legal counsel of the Corporation.

**ARTICLE V**  
**ADDRESS OF REGISTERED OFFICE AND**  
**NAME OF REGISTERED AGENT**

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors initially consisting of not fewer than three (3), and thereafter at the next election not fewer than seven (7) persons, and not more than twenty-one (21) persons, the exact number to be determined from time to time in accordance with the Bylaws. The election and term of office of the Directors shall be set forth in the Bylaws.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

Ralph Sanchez	9130 South Dadeland Suite 1628 Miami, Florida 33156
Rev. Msgr. John J. Vaughan	Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138
J. Patrick Fitzgerald	110 Merrick Way, Suite 3-B Coral Gables, FL 33134

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

This Corporation shall have perpetual existence.

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

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IX**  
**OFFICERS**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:

Ralph Sanchez	President
Rev. Msgr. John J. Vaughan	Vice President/Treasurer
J. Patrick Fitzgerald	Secretary

#### **ARTICLE XI** **POWERS**

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. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

(a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of the Corporation and other affiliated organizations;

(b) To lease all or a portion of such real and personal property;

(c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

(d) To make charitable contributions to any affiliated organizations;

(e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(f) To utilize its income in furtherance of the foregoing objectives.

#### **ARTICLE XII** **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(3)(c) of the 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 Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

#### **ARTICLE XIII** **CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious statutes of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

#### **ARTICLE XIV** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connection with such dissolution, the remaining assets shall be distributed to such organizations selected by the Archdiocese of Miami to be held for the use and purposes designated herein. Upon dissolution, the assets may be distributed to a successor entity with an established purpose and powers not inconsistent with the purposes and powers established under these Articles of Incorporation. In no event shall any of the remaining assets be distributed to any organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE XV**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Directors and upon subsequent approval by the Member.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 21 day of December, 2000.

**R. A. Sanchez Family Foundation,  
Inc.**

By: \_\_\_\_\_

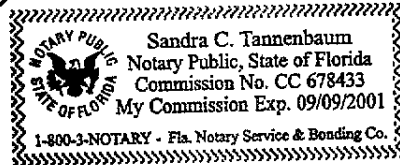
Ralph Sanchez, Incorporator  
9130 South Dadeland  
Penthouse 1 Suite 1608  
Miami, Florida 33156

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 21 day of December, 2000, by Ralph Sanchez as Incorporator of R. A. Sanchez Family Foundation, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check one)  
 He is personally known to me or  He has produced \_\_\_\_\_, as identification.

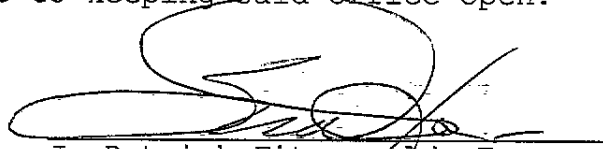
*Sandra C. Tannenbaum*  
NOTARY PUBLIC-STATE OF FLORIDA  
Print, type or stamp Notary Name:

My Commission Expires:



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.

  
J. Patrick Fitzgerald, Esq.  
Registered Agent

DATED: December 28, 2000

**FILED**  
00 DEC 29 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JPF/eg/JPF185/SANCHEZ-FOUND-ART.INC  
FINAL - 12/20/2000