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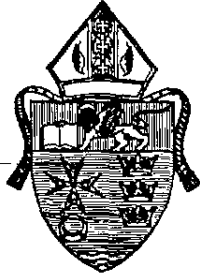
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DIOCESE OF VENICE IN FLORIDA

LEGAL DEPARTMENT

VICTORIA ERQUIAGA, ESQ.
GENERAL COUNSEL

December 19, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32304

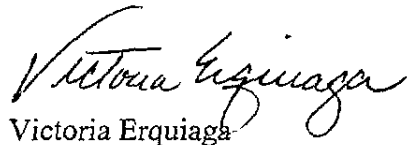
Re: Catholic Community Foundation of Southwest Florida, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for filing, along with our check in the amount of \$78.75 to cover the filing fee, certified copy and registered agent fee.

Please return the certified copy to me at the address listed below. Thank you for your cooperation in this matter.

Sincerely,


Victoria Erquiaga

VE:glw
Enclosures

P.O. Box 2006, Venice, Florida, 34284-2006
(941) 484-9543 FAX (941) 484-1121

Victoria H. Erquiaga, Esq., General Counsel
Glynda L. White, Legal Assistant

Email: erquiaga@dioceseofvenice.org
Email: white@dioceseofvenice.org

DirectFax: (941)486-4787
DirectFax: (941)486-4788

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC.**

02 DEC 23 AM 4: 27

(A Florida not for profit corporation)

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

**ARTICLE I
Name and Address**

The name of the corporation shall be “**Catholic Community Foundation of Southwest Florida, Inc.**” (hereinafter the “Corporation”).

The principal address and the mailing address of the corporation shall be:

1000 Pinebrook Road
Venice, Florida 34292

**ARTICLE II
Commencement of Existence and Duration**

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

**ARTICLE III
Purposes**

The Corporation is a Roman Catholic organization and shall at all times be operated exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (hereafter “IRC”), as amended, or the corresponding provision of any future United States Internal Revenue Law, for the

benefit of, to perform the functions of and/or to carry out the purposes of, within the meaning of IRC Section 509(a)(3), the individual parishes, schools, institutions and agencies of the Diocese of Venice (hereinafter "Supported Organizations"), all of which are public charities within the meaning of IRC Section 509(a)(1) or (2). The Corporation shall promote the advancement and further the aims and goals of the Supported Organizations by:

a) providing funds, particularly endowed funds, and financial support, and making grants, distributions and contributions, to or for the benefit of, or which carry out the charitable and religious purposes of, the Supported Organizations and their programs;

b) providing administrative management and support services to or for the benefit of the Supported Organizations and their programs and to any direct or indirect subsidiaries of the Supported Organizations as may be requested by the Supported Organizations;

c) receiving, holding and investing assets bequeathed, devised, gifted or otherwise transferred to, or acquired, purchased or otherwise received by, the Corporation;

d) administering and distributing the restricted and unrestricted funds of the Corporation, including the income thereon, in accordance with (i) the terms of any applicable restrictions established by donors; and/or (ii) the terms of any applicable

restrictions or guidelines established by the Board of Directors of the Corporation (hereinafter "Director(s)" or "Board") and approved by its Members;

e) participating in planned giving programs and fund development activities with and for the benefit of the Supported Organizations; and

f) doing all things necessary or appropriate to accomplish the foregoing.

Solely for the above purposes, this Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or the Supported Organizations; to make charitable contributions to any supported organization; to administer any of its assets or the assets of others in furtherance of its exempt purposes; and, subject to the limitations set forth in these Articles of Incorporation or the By-laws, to exercise all rights and powers as may be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE IV

Limitations on Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member (defined in Article V), 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 effecting 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 IRC Section 501(c)(3).

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 activities not permitted to be conducted or carried on by (i) an organization exempt from federal taxation under IRC Section 501(c)(3); (ii) by a corporation that is other than a private foundation within the meaning of IRC Section 509(a); or (iii) by a corporation described in IRC Section 170(c)(2).

ARTICLE V

Members

This corporation shall have voting Members. There shall be three Members. The three Members shall be Members ex-officio. Those Members shall be the Bishop of the Diocese of Venice, the Vicar General of the Diocese of Venice, and the Chancellor of the Diocese of Venice. For the purpose of these Articles of Incorporation, the "Bishop of the Diocese of Venice" is defined as a person duly appointed as the Bishop of the Diocese of

Venice, according to the norm of its Canon Law or if the See of the Diocese of Venice is impeded or vacant that person to whom belongs the covenants of the Diocese, in accordance with the provisions of Canon Law.

ARTICLE VI

Reservation of Powers to Members

The Corporation is an organization of the Roman Catholic Church and consistent with its Code of Canon Law, the following powers are reserved to the Members:

a) To approve in advance candidates to the Board of Directors, as proposed by the Board to the Members.

b) To amend the Articles of Incorporation and the Bylaws of the Corporation; to initiate and approve any merger, consolidation, or reorganization; to approve the dissolution of the corporation and the distribution of assets upon dissolution;

c) To remove any Director at any time for a grave reason, including but not limited to, violation of the teachings, laws, and doctrines of the Roman Catholic Church;

d) To approve the appointment and removal of the President, the outside auditor and legal counsel for the Corporation; and,

(e) To determine and maintain the philosophy, mission and identity of the Corporation and to approve and/or establish the strategic and long range plans of the Corporation.

The above powers are vested exclusively in the Members. The Board of Directors of this Corporation shall not have or exercise any of the above powers; provided, however, that the Board of this Corporation may review and discuss any matter relating to any of such powers and make recommendations to the Members with respect to the exercise of such powers.

Notwithstanding the above, if the Members delegate one or more of the above powers to the Board of Directors of this Corporation in accord with the applicable provisions of the Bylaws, upon such delegation the Board of Directors of the Corporation may exercise such delegated power(s) within the terms set forth in such resolution.

ARTICLE VII

Board of Directors

The management and direction of the business and affairs of the Corporation shall be vested in the Board of Directors subject to any powers reserved to Members in these Articles of Incorporation, or the Bylaws, or by a resolution adopted by the Members. They shall be no less than three (3) nor more than fifteen (15) in number, the exact number, qualifications, term of office, and such other provisions with respect to the Directors as are not inconsistent with the expressed provisions of these Articles of Incorporation are to be specified in the Bylaws.

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

Mr. Ernest Skinner 1000 Pinebrook Road
Venice, FL 34292

Very Rev. Robert Cannon 1000 Pinebrook Road
Venice, FL 34292

Mr. William McCarthy 1000 Pinebrook Road
Venice, FL 34292

ARTICLE VIII

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 positions of the persons who will serve as the Officers until the next election are as follows:

Mr. Ernest Skinner President

Very Rev. Robert Cannon Vice President

Mr. William McCarthy Secretary/Executive Director

Ric Gregoria, Esq. Treasurer

ARTICLE IX

Bylaws

The first Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors with the assent of the Members.

ARTICLE X
Personal Liability - Indemnity

The Officers, Directors, and Members of this Corporation shall not be personally liable to any extent whatsoever for any acts, debts, liabilities, or obligations of the Corporation. All Members, Directors, Officers, employees and committee members of this Corporation shall be indemnified for any action taken in their official capacity to the full extent permitted under Florida law.

ARTICLE XI
Capital Stock

This Corporation shall have no capital stock, either authorized or issued.

ARTICLE XII
Registered Office

The street address of the registered office of this Corporation is located at 1000 Pinebrook Road, Venice, Florida, 34292. The initial registered agent of the Corporation is Victoria H. Erquiaga, Esquire.

ARTICLE XIII
Conduct of Affairs

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

ARTICLE XIV
Dissolution & Distribution of Assets

This Corporation may be dissolved in accordance with the laws of the State of Florida pursuant to a plan of dissolution and distribution of assets adopted by the unanimous vote of the Members then holding office. Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by it in connection with such dissolution, the remaining assets shall be distributed as follows: (i) any assets held upon conditions requiring return, transfer, or conveyance, which conditions shall have occurred by reason of the dissolution or otherwise, shall be returned, transferred or conveyed in accord with such requirements; (ii) any assets held in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of said trust; and (iii) the remaining assets shall be paid over and distributed to the Diocese of Venice and/or to one of more charitable organizations that has purposes similar to the Corporation, as determined by the Members of this Corporation, provided that any transferee hereunder must be an organization that is exempt from federal income tax under IRC Section 501(c)(3) and operated in a manner consistent with the traditions and teachings similar to those followed by this Corporation.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors and the unanimous vote of the Members of the Corporation then holding office,

provided that such amendments to the Articles of Incorporation could lawfully be included or omitted from the original Articles at the time the amendment is made, and provided such amendment is made so as to continue to qualify this Corporation as a tax exempt organization under IRC Section 501(c)(3).

IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set his hand and seal this 12th day of December, 2002, for the purpose of forming this Corporation not for profit under the Florida Not For Profit Corporation Act.

+ John J. Nevins
Most Rev. John J. Nevins, Incorporator
1000 Pinebrook Road
Venice, FL 34292

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

52 DEC 23 AM 4: 27

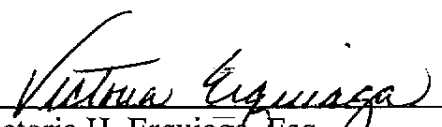
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office is:

Victoria H. Erquiaga, Esq.
1000 Pinebrook Rd.
Venice, Florida 34292

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Victoria H. Erquiaga, Esq.
Registered Agent

Dated: 12/19/02