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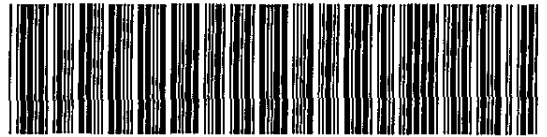
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U.S. DEPARTMENT OF JUSTICE
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WASHINGTON, D.C. 20535



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 839183 81624A

AUTHORIZATION :

Susie Knight

COST LIMIT : \$ 98.75

ORDER DATE : January 30, 2006

ORDER TIME : 9:35 AM

ORDER NO. : 839183-005

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: ST. MARY STAR OF THE SEA
AFFORDABLE HOUSING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION OF
ST. MARY STAR OF THE SEA AFFORDABLE HOUSING, INC.,
a Florida not for profit corporation**

06 JAN 30 PM 12:47

FILED

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. Mary Star of the Sea Affordable Housing, Inc., a Florida not for profit corporation ("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**

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. In pursuance of the foregoing purposes, the Corporation shall have the power to provide persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and 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.

(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.

(D) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations selected by the Member, created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, 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. 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 QUALIFICATION OF MEMBER

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

ARTICLE V
BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) Directors initially. 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. The Sole Member of this Corporation shall appoint the Directors. The Sole 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.

The names and addresses of the persons who are to serve as Directors for the ensuing years, or until the first annual meeting of the corporation are:

<u>Name</u>	<u>Address</u>
Rev. Msgr. John J. Vaughan	9401 Biscayne Boulevard Miami Shores, FL 33138
Rev. Msgr. William J. Hennessey, V.G.	9401 Biscayne Boulevard Miami Shores, FL 33138
Joseph M. Catania	9401 Biscayne Boulevard Miami Shores, FL 33138

The Directors shall serve without compensation.

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 VI
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 J. Vaughan	President
Rev. Msgr. William J. Hennessey	Vice President
Joseph M. Catania	Secretary/Treasurer

ARTICLE VII
MEETINGS

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

ARTICLE VIII
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.

ARTICLE IX
AMENDMENT


These Articles of Incorporation may be amended by the Member.

ARTICLE X
INCORPORATOR

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

Rev. Msgr. John J. Vaughan
9401 Biscayne Boulevard
Miami Shores, FL 33138

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 27 day of January, 2006, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Rev. Msgr. John J. Vaughan

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

The foregoing instrument was acknowledged before me this 27 day of January 2006, by Rev. Msgr. John J. Vaughan, as Incorporator of St. Mary Star of the Sea Affordable Housing, Inc., a Florida not for profit corporation. (Check One) [] He is personally known to me or [] He has produced N/A, as identification.

Elizabeth Garcia
NOTARY PUBLIC-STATE OF FLORIDA,
At Large


Print, type or stamp Notary Public name:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for St. Mary Star of the Sea Affordable Housing, Inc., a Florida not for profit corporation ("Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27 day of January, 2006.



J. Patrick Fitzgerald, Esquire
Registered Agent

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