



NO6704

DIOCESE OF VENICE IN FLORIDA

LEGAL DEPARTMENT

VICTORIA PFLUG, ESQ.
GENERAL COUNSEL

July 28, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500003340455--4
-07/31/00--01105--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the Amended and Restated Articles of Incorporation of Catholic Charities, Diocese of Venice, Inc. for filing, along with a check for the filing fee in the amount of \$35.00.

Very truly yours,

Lorraine Carriere

Lorraine Carriere
Assistant to Victoria H. Pflug

FILED
00 JUL 31 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*all 8/3
Amend*

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

Victoria H. Pflug, Esq., General Counsel
Lorraine Carriere, Assistant

Email: pflug@dioceseofvenice.org
Email: carriere@dioceseofvenice.org

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

the Internal Revenue Code of 1986 or corresponding provision of any subsequent Federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

The specific and primary charitable purposes for which this corporation is formed are: to promote for each human being, the right to life, the right to bodily integrity and the means necessary for the proper development of life, particularly food, clothing, shelter, medical care, rest and necessary social services; to work toward the goal of social justice for all, particularly for those within the geographic region comprising the Diocese of Venice, consistent with the Gospel mandate and laws and teachings of the Roman Catholic Church.

ARTICLE V - QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

The members of the corporation shall include, ex officio, the Bishop of the Diocese of Venice, the Vicar General of the Diocese of Venice, and the Chancellor of the Diocese of Venice and their successors in office.

ARTICLE VI - RESERVATION OF POWERS TO MEMBERS

In addition to those powers granted to the members in the Florida Non-Profit Corporation law, the following powers are reserved to the members:

- (a) The operating philosophy of the corporation shall be approved by the members;
- (b) Corporate real property may not be, sold, encumbered, or leased on a long term basis (5 years or more) without the express written approval of the members; and
- (c) The corporation may not be merged or dissolved or the assets distributed upon dissolution without the express written approval of the members.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CATHOLIC CHARITIES, DIOCESE OF VENICE, INC.**

[A Florida Nonprofit Corporation]

The undersigned, being the President of CATHOLIC CHARITIES OF THE DIOCESE OF VENICE, INC., originally incorporated under Articles filed December 18, 1984, to now be known as CATHOLIC CHARITIES, DIOCESE OF VENICE, INC., certify that pursuant to a Resolution duly adopted by the Board of Directors on June 28, 2000, and upon a majority vote of the members, sufficient to effect amendment hereof, the original Articles are amended and restated in their entirety, as follows:

ARTICLE I - NAME

The name of the corporation is "CATHOLIC CHARITIES, DIOCESE OF VENICE, INC."

ARTICLE II - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the corporation is 1000 Pinebrook Road, Venice, FL 34292 and the mailing address of the Corporation is P.O. Box 2116, Venice, Florida 34284-2116.

ARTICLE III - DURATION AND COMMENCEMENT

The term of existence of the Corporation is perpetual. The Corporate existence commenced on the filing of the original Articles of Incorporation by the Florida Secretary of State on December 18, 1984.

ARTICLE IV - PURPOSES

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of

FILED
06 JUL 31 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(d) The articles and bylaws of the corporation may not be amended or altered without the approval of the members.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than twenty-five (25) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by a majority of the Board, subject to the approval of the members. The Members or the Board may remove any elected Director from the Board, with or without cause.

ARTICLE VIII - BY LAWS

The members shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, modified or revoked by the members in any manner permitted by the Bylaws.

ARTICLE IX - OFFICERS

The corporation shall have a President, Secretary, and a Treasurer and may have such additional officers as the Board deems necessary. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, at such time as the Board may determine.

ARTICLE X - POWERS

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. 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 CATHOLIC CHARITIES, DIOCESE OF VENICE, INC. 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 in recognition and attainment of the foregoing objectives; and

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

ARTICLE XI - LIMITATIONS ON ACTIVITIES

Notwithstanding any powers granted to this Corporation by these articles, the by-laws or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) 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.

(b) 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.

(c) 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 XII - REGISTERED AGENT

The street address of the registered office of the corporation is 1000 Pinebrook Road, Venice, Florida 34292. The registered agent of the corporation is Victoria H. Pflug, Esq.

ARTICLE XIII - CONDUCT OF AFFAIRS

In exercising the powers granted herein, the members, directors and officers shall at all times act in accord with the purposes, philosophy, and mission of the corporation, and the Code of Ethics of Catholic Charities, USA.

ARTICLE XIV - AMENDMENT OF THE ARTICLES OF INCORPORATION AND BYLAWS

These articles of incorporation and the bylaws may be amended, altered, modified or revoked only upon the vote of the majority of the members.

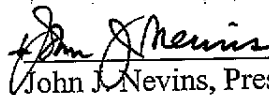
ARTICLE XV - DISSOLUTION AND DISTRIBUTION

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 proposed by the Board and adopted by the Members. In the event that the corporation is dissolved the remaining assets and income, after payment of all liabilities and obligations of the corporation and all costs and expenses incurred by it in connection with such dissolution, shall be conveyed to such other organizations,

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as the members shall select.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of

JULY, 2000.

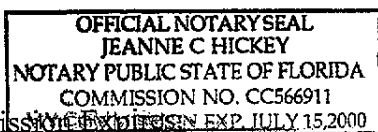

John J. Nevins, President

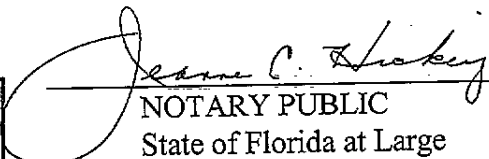
STATE OF FLORIDA)

COUNTY OF SARASOTA)

On this 5th day of JULY, 2000, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, JOHN J. NEVINS who is personally known to me OR produced as identification who executed the foregoing instrument and acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein set forth and expressed.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 5th day of JULY, 2000.

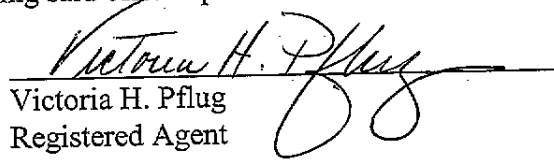



NOTARY PUBLIC
State of Florida at Large

My Commission Expires JULY 15, 2000

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 responsibility to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Victoria H. Pflug
Registered Agent