

Aug-31-2007 09:47 AM From: BAKER & HOSTETLER LLP 407-841-0168 P. 07/000 F-61

NO7000008631

58801-413

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and phone number (shown below) on the top and bottom of all pages of the document.

((H07000219059 3)))



H070002190593ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : BAKER & HOSTETLER LLP
Account Number : 119990000077
Phone : (407)649-4043
Fax Number : (407)841-0168

FLORIDA PROFIT/NON PROFIT CORPORATION

The Catholic Foundation of Central Florida, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

D. WHITE SEP - 4 2007

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2007 AUG 31 P 2:06
FILED

FILED

2007 AUG 31 P 2: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
The Catholic Foundation of Central Florida, Inc.
(A Corporation Not For Profit)**

The undersigned, pursuant to the provisions of Section 617.0202, Florida Statutes, for the purpose of forming a Florida nonprofit corporation, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: The Catholic Foundation of Central Florida, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and the principal office of the Corporation is 50 East Robinson Street, Orlando, Florida 32801.

ARTICLE III - Purpose

A. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall be subject to the Code of Canon Law of the Roman Catholic Church and the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and of the Catholic Diocese of Orlando (the "Diocese"). Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated:

- (1) to receive any real property, tangible or intangible personal property, including money by gift, grant, devise or bequest from any individual, foundation or corporation or other entity, either private or public, or government instrumentality for the purpose of supporting the work of Catholic religious, charitable, and educational institutions and their ministries to the Central Florida community (the "Catholic Institutions") within or affiliated with the Diocese;
- (2) to provide proper management of the assets and resources of the Foundation and the Catholic Institutions; and
- (3) to provide for the current and future needs of the Diocese and Catholic Institutions within the geographic boundaries of the Diocese.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the

Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

D. Nothing in this Agreement shall be construed as creating, in any way, a Public Trust or public charitable trust, and all powers and activities hereunder, and under the Corporation's By-laws, shall be limited accordingly.

ARTICLE IV - Powers

The Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as tax exempt organizations under Section 501(c)(3) of the Code are not permitted to engage or are inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and the Diocese. Subject to this limitation, the powers of the Foundation include, but are not limited to:

A. The power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise and to hold, own, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of such property and the income therefrom in furtherance of the purposes of the Corporation as set forth above, and to lease, mortgage, encumber and use the same, and such other powers that are consistent with purposes set forth above.

B. The power to take, receive and hold real and personal property, including the principal and interest of property or other funds, that is given, conveyed, bequeathed, devised to, or vested in the Corporation in trust where the Corporation or related organization has a vested or contingent interest in trust. The Corporation has the power to invest property or its proceeds in accordance with Florida Statutes Section 518.11, except where the trust instrument prescribes otherwise.

C. Subject to any limitations imposed under Florida law and/or the Code of Canon Law of the Roman Catholic Church, the power to modify, in whole or in part, any restrictions or conditions on the distribution of funds for any specified religious, charitable or educational purpose

or to specified organizations if, in the sole judgment of the Board of Directors, such restrictions become impracticable, impossible to achieve, or inconsistent with the general needs of the Catholic Institutions. Any such modification shall be consistent with (i) the purposes of the Corporation set out in paragraph A of Article III and (ii) a donor's general charitable purpose to provide funds to support the religious, charitable and educational work of the Catholic Institutions.

ARTICLE V - Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE VI - Term of Existence

The Corporation shall exist perpetually, unless dissolved pursuant to the terms of the Corporation's Bylaws.

ARTICLE VII - Registered Office and Agent

The street address of the registered office of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is A.G.C. Co.

ARTICLE VIII - Members

The Corporation shall have five (5) Members. The five Members shall be the persons serving from time to time as (i) the Bishop of the Diocese, (ii) the Vicar General of the Diocese, (iii) the Chief Operating Officer of the Diocese, (iv) the Chair of the Corporation's Board of Directors, and (v) the Treasurer of the Corporation's Board of Directors. If a person ceases to serve in a specified office, such person shall cease to be a Member. If a person begins to serve in a specified office, that person shall automatically become a Member. If, pursuant to Canon Law, more than

one Vicar General has been appointed to serve the Diocese of Orlando, the Bishop shall select from those serving as Vicar General the person to serve as a Member. The Bishop of the Diocese, the Vicar General of the Diocese, and the Chief Operating Officer of the Diocese are defined in Article XV of these Articles of Incorporation.

ARTICLE IX - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE X - Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE XI - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of the Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States or inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and the Diocese of Orlando.

B. The Bylaws may be altered, amended, or repealed only by the vote of the Bishop and two other Members of the Corporation.

ARTICLE XII - Amendment to Articles

These Articles of Incorporation may be amended by the vote of the Bishop and two other Members of the Corporation in the manner provided by law, provided that such amendments to the Articles of Incorporation shall be in compliance with the Code of Canon Law of the Roman Catholic Church, the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and of the Diocese and of any federal or state laws as is or may hereinafter be applicable.

ARTICLE XIII - Dissolution

A. The Corporation may be dissolved in accordance with the laws of the State of Florida pursuant to a plan of dissolution adopted by vote of the Bishop of the Diocese and two other Members then holding office. Upon the dissolution of the Corporation, the Members shall, after paying or making provision for the payment of all of the liabilities of the Corporation, either

1. Distribute assets of endowments and other funds established by donors to benefit specific "qualified" organizations, and held by the Corporation, to such "qualified" organizations, subject to any restrictions imposed by donors, or to the Diocese to be held in trust solely for the benefit of such "qualified" organizations, and the balance of the assets of the Corporation shall be distributed to the Diocese to be held by it solely for the uses and purposes designated in Article III of these Articles of Incorporation; or

2. Distribute the assets of the Corporation, subject to any conditions imposed by donors or the restrictions in Article III of these Articles of Incorporation, to a successor corporation with an established purpose and powers not inconsistent with the purposes and powers established under these Articles of Incorporation.

An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is a Catholic Institution operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Members as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine, subject to the restrictions in Article III of these Articles of Incorporation.

C. Any distribution of assets shall be done in a manner to avoid creating any tax liability for donors.

ARTICLE XIV - Indemnification

The Corporation shall fully indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XV - Miscellaneous

A. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provision of any similar law subsequently enacted.

B. For purposes of these Articles of Incorporation,

1. the "Bishop of the Diocese" is defined as a person duly appointed as the Bishop of Orlando, according to the norm of Canon Law or if the See of the Diocese of Orlando is impeded or vacant that person to whom belongs the covenants of the Diocese of Orlando, in accordance with the provisions of Canon Law.

2. the "Vicar General of the Diocese" is defined as a person duly appointed as Vicar-General, Moderator of the Curia or the equivalent officer of the Diocese.

3. the "Chief Operating Officer of the Diocese" is defined as the person duly appointed as the chief operating officer of the Diocese.

4. "Canon Law" is defined as the laws of the Roman Catholic Church found in the Code of Canon Law, as amended.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 31st day of August, 2007, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

A.G.C. Co.

By: 
Jeffrey E. Decker, Vice President

REGISTERED AGENT CERTIFICATE

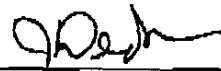
In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That The Catholic Foundation of Central Florida, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., an Ohio corporation, qualified to do business in Florida, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with §607.0501 et seq., Florida Statutes.

A.G.C. Co.

By: 
Jeffrey E. Decker, Vice President

DATED: August 31, 2007.

501457869

FILED
2007 AUG 31 P 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA