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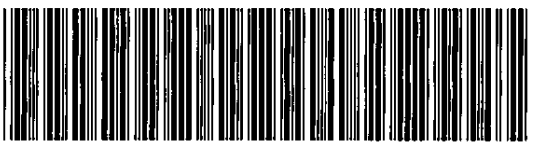
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2/4/08



CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 427392 81624A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : February 1, 2008

ORDER TIME : 10:44 AM

ORDER NO. : 427392-045

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: BROTHER KEILY PLACE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
BROTHER KEILY PLACE, INC.
(A Florida Not for Profit Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 FEB -1 PM 3:07

The undersigned, for the purpose of forming a Corporation not for profit under the provisions of 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 shall be Brother Keily Place, Inc. It may be referred to herein as either "Brother Keily Place," or the "Corporation."

Principal place of business address:
336 NW 5th Street
Miami, Florida 33128

**ARTICLE II
PURPOSE**

This Corporation is committed to the teachings of Jesus Christ, the Roman Catholic Church and the Mission of the Little Brothers of the Good Shepherd. It strives to provide Christian hospitality and respect for life through direct services of food, clothing, shelter, addiction counseling, and health care to the poor and homeless of South Florida.

- a. The general purpose of the Corporation is to operate exclusively as a religious Corporation performing charitable works including, but not limited to, providing shelter and services especially designed to meet the physical, social and psychological needs of the homeless and to promote their health, security and usefulness and to manage, operate, own, lease and generally to do everything and anything necessary, expedient or incidental to the maintaining of charitable activities in Miami-Dade County, Florida.
- b. The general purpose for which this Corporation is formed is to operate exclusively for such religious and charitable 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. This Corporation shall not, as substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- d. 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.

- e. This Corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; to receive by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter its Bylaws, from time to time, hereafter adopted; to carry on fundraising campaigns to solicit for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors or pursuant to the Bylaws shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE III
QUALIFICATIONS FOR MEMBERS
AND THE MANNER OF THEIR ADMISSION

Membership in the Corporation shall, at all times, be limited to the Brother General and members of the General Council of the Little Brothers of the Good Shepherd. Membership in the Corporation may not be transferred or assigned by the Members except that the Members may individually resign as Members of the corporation.

ARTICLE IV
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members and any other provision in these Articles or the Bylaws of the Corporation that are in conflict shall be superseded by these:

- a. The Members will articulate and mediate the operating philosophy and mission statement that underlie the charitable ministry of Brother Keily Place. Included within this reserved power shall be all decisions regarding major policy changes and long-range planning.
- b. Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of beyond what is stated in the Bylaws without the express written approval of the Members.

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- c. The Corporation shall not be merged, consolidated or dissolved without the express written approval of the Members.
 - d. The Bylaws of the Corporation shall not be altered, revised or amended without the express written approval of the Members.
 - e. The Members shall approve the appointment of all Directors.
 - f. Members may remove any Director at any time for any reason which the Membership, in its sole discretion, deems is in the best interests of the Corporation.
 - g. The Members shall approve the appointment and removal of the legal Counsel of the Corporation, and the outside auditor.

ARTICLE V
DURATION/COMMENCEMENT OF EXISTENCE

This Corporation shall have perpetual existence. This Corporation shall be deemed to commence its existence on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE VI
LIMITATIONS ON ACTIVITIES

- 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 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(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or intervention in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.
- b. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, 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 Internal Revenue Code, or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE VII
BOARD OF DIRECTORS

- a. The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws.

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- b. The Board of Directors shall hold meetings at such time and place as described in the Bylaws.
 - c. All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

ARTICLE VIII
OFFICERS

The Corporation shall have a President, a Secretary, and a Treasurer. A person may hold more than one office at one time.

ARTICLE IX
BYLAWS

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 X
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law of the Roman Catholic Church, the ethical and religious directives of the U.S. Conference of Catholic Bishops, the mission and philosophy of the Little Brothers of the Good Shepherd, and the provision of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to the Little Brothers of the Good Shepherd, Inc., an Illinois Corporation, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or educational, scientific or religious purposes which, at the time of such disposition, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only by the Members.

ARTICLE XIII
ADDRESS OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

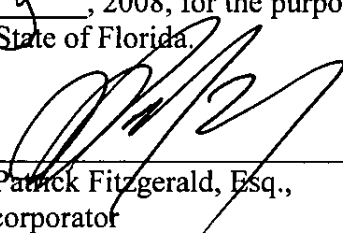
The street address of the registered office of this Corporation is J. Patrick Fitzgerald & Associates, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134, and the name of the registered agent of this Corporation is J. Patrick Fitzgerald, Esq.

ARTICLE XIV
INCORPORATOR

The name and street address of the Incorporator is:

J. Patrick Fitzgerald, Esq.
J. Patrick Fitzgerald & Associates, P.A.
110 Merrick Way Suite 3-B
Coral Gables, Florida 33134

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 31 day of January, 2008, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



J. Patrick Fitzgerald, Esq.,
Incorporator

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

The foregoing instrument was acknowledged before me this 31 day of January, 2008, by **J. Patrick Fitzgerald, Esq.**, as Incorporator of Brother Keily Place, Inc., on behalf of the Corporation. (Check One) He is personally known to me or He has produced N/A, as identification.



NOTARY PUBLIC-STATE OF FLORIDA

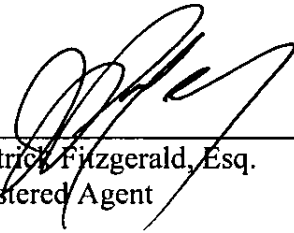
My Commission Expires:

Print, type or stamp Notary name:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Brother Keily Place, Inc., a Florida not for profit corporation ("Corporation"), at 110 Merrick Way, Suite 3-, 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.



J. Patrick Fitzgerald, Esq.
Registered Agent

JPF/eg/13-84/JPF-ART-INC-1-30-08-FINAL

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