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FLORIDA PROFIT/NON PROFIT CORPORATION  
BROTHER MATHIAS BARRETT, INC.

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**ARTICLES OF INCORPORATION OF  
BROTHER MATHIAS BARRETT, INC.,  
Florida not for profit corporation**

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I, the undersigned, with other persons being desirous of forming a corporation for religious and charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

**ARTICLE I  
NAME**

The name of the corporation shall be Brother Mathias Barrett, Inc., and its address is 680 N.E. 52 Street, Miami, FL 33137. It may be referred to herein as either "Brother Mathias" or the "Corporation".

**ARTICLE II  
PURPOSE**

The 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 persons who are poor and homeless in South Florida.

- a. The Corporation is to operate exclusively as a religious corporation.
- b. The general purpose for which the 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 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.
- c. The Corporation shall not, as substantial part of its activities, carry out propaganda to influence legislation 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. The 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

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wherever situated; to convey, mortgage and otherwise dispose, in any manner, property acquired by it; to contract at any time; to sue or 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; to carry on fund raising campaigns to solicit funds for the use by the Corporation; and, in general; to do any and all activities for which the Corporation is formed.

- f. Article II of the Articles of Incorporation is intended as both objects and power, 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 generally pursuant to the Bylaws shall be construed to permit the property of the 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 those persons who are 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 provision in these Articles or in the Bylaws of the Corporation that are in conflict shall be superseded:

- a. The Members reserve to themselves the articulation of and mediation of the operating philosophy and mission statement that underlie the charitable ministry of Brother Mathias. Included within this reserved power shall be all decisions regarding major policy changes.
- b. Corporate property 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 Articles of Incorporation or 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. The Members remove any Director at any time for any reason which the Membership, in its sole discretion, deems to be in the best interest of the Corporation.
- g. The Members shall approve, in writing, the appointment and removal of the President/CEO of the Corporation.
- h. The Members shall approve the appointment and removal of the legal Counsel of the Corporation, and the outside auditor.

**ARTICLE V  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE VI  
COMMENCEMENT OF EXISTENCE**

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

**ARTICLE VII  
LIMITATIONS ON ACTIVITIES**

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for the 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 corporation 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 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.

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- B. 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 Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE VIII  
BOARD OF DIRECTORS**

- A. The governance of the Corporation shall be directed by a Board of Directors consisting of not fewer than three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws.
- 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 a majority vote of the Directors at any meeting, unless otherwise provided in the Bylaws or in these Articles.

**ARTICLE IX  
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. A person may hold more than one office at one time.

**ARTICLE X  
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 XI  
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the teachings 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 provisions of these Articles of Incorporation and the Bylaws of the Corporation.

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**ARTICLE XII  
DISSOLUTION**

Upon 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 the assets of the Corporation, to the Little Brothers of the Good Shepherd, Inc., an Illinois Corporation which is 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 XIII  
AMENDMENT OF THE ARTICLES OF INCORPORATION**

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

**ARTICLE XIV  
INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is:

Michael Mieszala, BGS  
680 N.E. 52 Street  
Miami, FL 33137

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 8 day of APRIL, 2011, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

**Brother Mathias Barrett, Inc.**

By:   
Michael Mieszala, BGS  
Incorporator

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

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April, 2011, by Michael Mieszala, BGS, on behalf of the Corporation. (check One)  He is personally known to me or  He has produced \_\_\_\_\_, as identification.

*Eduardo Gloria*

NOTARY PUBLIC-STATE OF FLORIDA,  
At Large

Print, type or stamp Notary name:

My Commission Expires: 2.3.2012

NOTARY PUBLIC-STATE OF FLORIDA  
Eduardo Gloria  
Commission # DD754766  
Expires: FEB. 03, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent for Brother Mathias Barrett, Inc., a Florida not for profit corporation (the "Corporation") at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33143, 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, Esquire  
Registered Agent

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