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BROTHER MATHIAS BARRETT, INC.**

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Amended and Restated Articles of Incorporation of  
Brother Mathias Barrett, Inc.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BROTHER MATHIAS BARRETT, INC.  
(A Florida Not For Profit Corporation)

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RESOLVED, that the Articles of Incorporation of Brother Mathias Barrett, Inc. be amended and restated to read in their entirety as follows:

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 Hospitaller Order of St. John of God. 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 wherever

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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 the Provincial and his Council of the Hospitaller Order of St. John of God - Province of the Good Shepherd in North America. Membership in the Corporation may be assigned by the Members to another Catholic organization.

**ARTICLE IV**  
**RESERVATION OF POWERS TO MEMBERS**

The following powers are specifically reserved to the Members acting in accordance with the General Statutes of the Hospitaller Order of St. John of God, 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 the Corporation. 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.
- c. The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.

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Brother Mathias Barrett, Inc.

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- 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.
- 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

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Brother Mathias Barrett, Inc.

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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. Directors shall be elected or prescribed by 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 Hospitaller Order of St. John of God and the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

**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 Hospitaller Order of St. John of God - Province of the Good Shepherd in North America, 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

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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. These Amended and Restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption thereof by the Members.

The foregoing resolution was adopted at a duly and called meeting of the Members of the Corporation held in Albuquerque, New Mexico, on the 16<sup>th</sup> day of January, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of January, 2016.



Reginald A. Howson  
Provincial, Hospitaller Order of St. John of God -  
Province of the Good Shepherd in North America

Attest:



President of the Corporation

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Brother Mathias Barrett, Inc.

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The date of each amendment(s) adoption: January 16, 2015.

Effective date if applicable: \_\_\_\_\_  
(No more than 90 days after amendment file date)

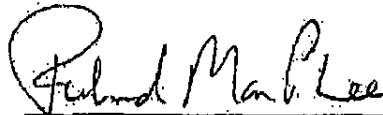
Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the Members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There were no Members or Members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

*(By the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court-appointed fiduciary by that fiduciary)*



\_\_\_\_\_  
President of the Corporation