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FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. JOSEPH HAITIAN MISSION MANOR, INC.

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ARTICLES OF INCORPORATION  
OF  
ST. JOSEPH HAITIAN MISSION MANOR, INC.,  
A NON-PROFIT CORPORATION

ARTICLE I  
NAME

The name of this corporation is ST. JOSEPH HAITIAN MISSION MANOR, INC. (hereinafter referred to as "the Corporation").

ARTICLE II  
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 11410 N. Kendall Drive, Suite 201, Miami, FL 33176. The name of the initial registered agent of this corporation is J. PATRICK FITZGERALD, ESQUIRE, and the address of the registered agent is J. Patrick Fitzgerald & Associates, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

ARTICLE IV  
PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing, the Corporation shall have the single purpose to provide low-income elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

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- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

**ARTICLE V**  
**POWERS**

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE VI**  
**BOARD OF DIRECTORS AND MEMBERS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

**ARTICLE VII**  
**DIRECTORS**

The names of the directors and post office addresses of the who shall serve as Directors until their successors are duly qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rev. Msgr. Tomas Marin	5400 SW 102 <sup>nd</sup> Avenue Miami, FL 33056
Sr. Elizabeth Worley, SSJ	9401 Biscayne Boulevard Miami Shores, FL 33138
Joseph M. Catania	11410 N. Kendall Drive, Suite 201 Miami, FL 33176
Michael Casciato	9401 Biscayne Boulevard Miami Shores, FL 33138
Rev. Chanel Jeanty	9401 Biscayne Boulevard Miami Shores, FL 33138
Rev. Steven O'Hala	3331 NE 10 <sup>th</sup> Terrace Pompano Beach, FL 33064
Rev. Fritzner Bellonce	3331 NE 10 <sup>th</sup> Terrace Pompano Beach, FL 33064

Directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Archbishop of the Catholic Archdiocese having jurisdiction of Dade County, Florida.

In the event that the aforesaid appointment by such Archbishop is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

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**ARTICLE VIII  
OFFICERS**

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The Secretary and Treasurer may be one and the same.

**ARTICLE IX  
INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

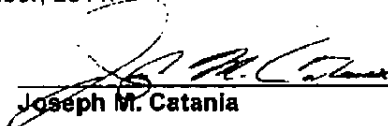
Joseph M. Catania

11410 N. Kendall Drive, Suite 201  
Miami, FL 33176

**ARTICLE X  
AMENDMENTS**

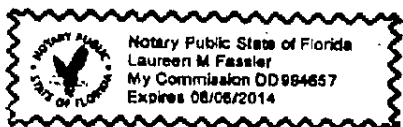
So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or is subject to the Regulatory Agreement and Use Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 7th day of December, 2011.

  
\_\_\_\_\_  
Joseph M. Catania

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 7th day of December, 2011 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Joseph M. Catania**, who is personally known to me, ~~or who have provided~~ \_\_\_\_\_ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.




  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Lauren M. Fessler  
My Commission Expires: 8/6/2014

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**ACCEPTANCE BY DESIGNATED REGISTERED AGENT**

**ST. JOSEPH HAITIAN MISSION MANOR, INC.**, having designated **J. PATRICK FITZGERALD & ASSOCIATES, P.A.** as its Registered Agent at the address located at J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, FL 33134, and **J. PATRICK FITZGERALD & ASSOCIATES, P.A.**, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 8<sup>th</sup> day of December, 2011.

  
\_\_\_\_\_  
J. PATRICK FITZGERALD  
Registered Agent

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TALLAHASSEE, FLORIDA

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