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FLORIDA PROFIT/NON PROFIT CORPORATION
REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF MIAMI

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ARTICLES OF INCORPORATION
OF THE
REDEMPTORIS MATER SEMINARY
ARCHDIOCESE OF MIAMI, INC.
A Florida Nonprofit corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the Corporation is THE REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF MIAMI, INC., a Florida nonprofit corporation, and its principal address is 1040 W. 29 Street, Hialeah, Florida 33012.

ARTICLE II.
PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III.
PURPOSE

The purpose of the Corporation shall be to establish and conduct a Seminary to prepare men for the priesthood for the new evangelization following the life and itinerary of the Neocatechumenal Way as a way of formation in accordance with the precepts of the Roman Catholic faith. The Corporation may own, lease, or otherwise procure all such real and personal property as may be necessary to carry on any of the Corporation's business.

ARTICLE IV.
POWERS OF THE CORPORATION

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this Article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may prescribed by law.

A. Restrictions On Power

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Trustee or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its

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purposes) and no Trustee or officer of the Corporation, or any individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have the power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate 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.
- (3) Upon dissolution of the Corporation, which takes place with the permission of the Member, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Member, having heard the Board of Trustees.
- (4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (5) During any period of time in which the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code:
 - (i) The Corporation shall not engage in any act of "self-dealing", as defined in section 4941(d) of the Internal Revenue Code;
 - (ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;
 - (iii) The Corporation shall not retain any "excess business holdings", as defined in section 4943(e) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

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- (iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The Corporation shall not make any "taxable expenditure", as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

**ARTICLE V.
MEMBERS**

The Member of the Corporation shall be the Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, and his successors in office.

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at the address is J. Patrick Fitzgerald, Esquire.

**ARTICLE VII.
TRUSTEES**

- A. Board of Trustees. The management of the affairs of the Corporation shall be vested in a Board of Trustees, except as otherwise in the Florida Nonprofit Corporation Act, these articles of incorporation, of the Bylaws of the Corporation. The number of Trustees, their classifications, if any, their term in office, and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force.
- B. Liability of Trustees. No Trustee shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a Trustee, except that the foregoing shall not eliminate or limit such Trustee's liability to the Corporation for monetary damages for the following:
 - (1) Any breach of such Trustee's duty of loyalty to the Corporation;

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- (2) Any of such Trustee's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
 - (3) Any transaction from which such Trustee derived an improper personal benefit.
- C. Dissolution of the Corporation. The Trustees agree and pledge that the goods resulting from the dissolution of the Corporation will be destined exclusively to the Corporation Sole of the Archdiocese of Miami.

**ARTICLE VIII.
INITIAL BOARD OF TRUSTEES**

The number of Trustees shall consist of no less than five (5) and no more than fifteen (15) members, and the names and addresses of the persons who are to serve such as Trustees are:

<u>Name</u>	<u>Address</u>
Chairman: Fr. Emanuele De Nigris	1040 W. 29 th Street, Hialeah, Florida 33012
Sr. Elizabeth Worley	9401 Biscayne Blvd., Miami Shores, FL 33138
Giuseppe Gennarini	3 Howard Place, Englewood, NJ 67631
Claudia Gennarini	3 Howard Place, Englewood, NJ 67631
Fr. Angelo Pochetti	6502 Jackson Street, West New York, NJ 07093
Stefano Benigni	15267 SW 23 rd Lane, Miami, Florida 33185
Lucia Benigni	15267 SW 23 rd Lane, Miami, Florida 33185
Alejandro Guillamont	1095 Raven Avenue, Miami Springs, FL 33166
Adelchi Chinaglia	San Marco 5364, 30124 Venezia, Italy
Franca Chinaglia	San Marco 5364, 30124 Venezia, Italy

The Rector of the Seminary shall at all times serve as the Chairman of the Board. He will be able however to delegate the chairmanship of the Board to the first of the Trustees who is the vice-rector or, in his absence, to the one whom he indicates as his substitute.

**ARTICLE IX
GUARANTORS**

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Board of Guarantors. The Board of Guarantors will have the task of guaranteeing that the corporation pursues only the purposes for which it has been constituted. The team responsible for the Neocatechumenal Way in the United States is part of this Board. It has the power to veto or approve matters affecting the most important affairs of the Corporation, meaning those affecting the corporation from a moral aspect and those involving an expense over \$20,000.

**ARTICLE X
BOARD OF GUARANTORS**

The number of guarantors shall consist of no less than three (3) and no more than seven (7) members, and the names and addresses of the persons who are to serve such as Trustees are:

Giuseppe Gennarini	3 Howard Place Englewood, N.J. 67631
Claudia Gennarini	3 Howard Place Englewood, N.J. 67631
Fr. Angelo Pochetti	6502 Jackson Street West New York, N.J. 07093

**ARTICLE XI.
INDEMNIFICATION OF CORPORATE AGENTS**

The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by the laws of Florida.

**ARTICLE XII.
INCORPORATOR**

The name and address of the incorporator is:

Thomas G. Wenski
Archbishop of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

**ARTICLE XIII.
METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation and after payment just debts and liabilities, all remaining assets shall be distributed to organizations designated by the then Archbishop of the Archdiocese of Miami, provided said organizations enjoy an exempt status under such section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.

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ARTICLE XIV
AMENDMENTS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation may be amended by the Member of the Corporation at any regular or special meeting called by the Member for that purpose, after having heard the opinion of the Board of Trustees.

IN WITNESS WHEREOF, I the undersigned subscribing Incorporator, have hereunto set my hand and seal this 9th day of January, 2012, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Incorporator:

[Signature]
(Name)

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

ss:

The foregoing instrument was acknowledged before me this 9 day of January, 2012, by Thomas Wauski, as Incorporator of the Corporation. (Check One) He is personally known to me or He has produced _____ as identification.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
At Large
Print, type or stamp Notary name:

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

[Signature]
Patrick Fitzgerald, Esquire
Registered Agent