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FLORIDA PROFIT/NON PROFIT CORPORATION
CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA

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**ARTICLES OF INCORPORATION OF
CONGREGATION OF THE HOLY SPIRIT PROVINCE OF
NIGERIA SOUTH EAST, INC.,
a Florida not for profit corporation**

The undersigned, for the purpose of forming a corporation not-for-profit under 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 is "CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., a Florida not for profit corporation" (hereinafter referred to by either its name or the "Corporation"), and its principal place of business is located at 3490 N.W. 191 Street, Miami Gardens, Florida 33056.

**ARTICLE II
PURPOSE**

(a) The specific and primary purposes for which the Corporation is formed are to promote religious advancement primarily within the State of Florida; to provide for the poor and abandoned and to evangelize the teachings of Jesus Christ and of the Roman Catholic Church.

(b) The general purposes for which the Corporation is formed are 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) The corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by influence 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.

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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 other Members of The Provincial Council of the Congregation of the Holy Spirit, Province of Nigeria South East.

ARTICLE IV
POWERS

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.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

(a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., and other affiliated organizations;

(b) To lease all or a portion of such real and personal property;

(c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

(d) To make charitable contributions to any affiliated organizations; To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(e) To utilize its income in furtherance of the foregoing objectives.

ARTICLE V
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Member(s):

(a) The operating philosophy of the Corporation shall be approved by the Member(s);

(b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and

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(c) The Corporation may not be merged or dissolved without the express written approval of the Member(s).

ARTICLE VI
ADDRESS OF REGISTERED OFFICE
NAME OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

The initial Registered Agent of the Corporation is J. Patrick Fitzgerald, Esquire, c/o J. Patrick Fitzgerald & Associates, P.A.

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than twenty (20) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as they may determine, in their sole discretion.

The names and addresses of the persons who will serve as initial Directors until the first election are as follows:

Rev. Fr. Francis Akwue, C.S.Sp.
1500 South Andrews Avenue
Pompano Beach, FL 33069

Rev. Fr. Felix Onuorah, C.S.Sp.
509 South third Street
Dunlap, IA 51529

Rev. Fr. Alexander Ekechukwu, C.S.Sp.
1301 N.W. 71st Street
Miami, FL 33147

Rev. Fr. Emmanuel Agwuoke, C.S.Sp.
545 42nd Street
Des Moines, Iowa 50312

Rev. Fr. Samuel Muodiagu, C.S.Sp.
3490 N.W. 191 Street
Miami Gardens, FL 33056

Rev. Fr. Remigius Okere, C.S.Sp.
Assumption Church
P.O. Box 159
Granger, IA 50109

Rev. Fr. Fidelis Nwankwo, C.S.Sp.
1301 N.W. 71st Street
Miami, FL 33147

Rev. Fr. Lawrence Tetch, C.S.Sp.
2034 Lower Huntington Rd.
Fort Wayne, IN 46819

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Rev. Fr. Paulinus Odozor, C.S.Sp.
1116 N. St. Peter Street
South Bend, Indiana, 46617

Rev. Fr. Patrick Okeahialam, C.S.Sp.
611 Logan Avenue
Pueblo, Colorado 81003

ARTICLE VIII
NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is:

Rev. Fr. Samuel Muodiaku, C.S.Sp.
3490 N.W. 191 Street
Miami Gardens, FL 33056

ARTICLE IX
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE XI
BYLAWS

The Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Directors in any manner permitted by the Bylaws.

ARTICLE XII
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. Such officers shall be elected by the Board of Directors. The Board of Directors may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names, addresses and positions of the persons who will serve as the initial Officers until the first election are as follows:

Rev. Fr. Francis Akwue, C.S.Sp.
1500 South Andrews Avenue
Pompano Beach, FL 33069

President

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Rev. Fr. Alexander Ekechukwu, C.S.Sp.
1301 N.W. 71st Street
Miami, FL 33147

Vice President

Rev. Fr. Samuel Muodiaju, C.S.Sp.
3490 N.W. 191 Street
Miami Gardens, FL 33056

Secretary

Rev. Fr. Fidelis Nwankwo, C.S.Sp.
1301 N.W. 71st Street
Miami, FL 33147

Treasurer

ARTICLE XIII
LIMITATIONS ON ACTIVITIES

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 of any of the corporate assets on dissolution of the Corporation. 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.

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

ARTICLE XIV
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XV
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only upon the vote of the majority of the Member(s).

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IN WITNESS WHEREOF, I have subscribed my name this 24 day of JULY, 2013.

Rev. Fr. Samuel Muodiaju, C.S.Sp.
Rev. Fr. Samuel Muodiaju, C.S.Sp., Incorporator

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

The foregoing instrument was acknowledged before me this 24 day of July, 2013, by Rev. Fr. Samuel Muodiaju, C.S.Sp., as Incorporator of CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., a Florida not for profit corporation, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has provided _____, as identification.

NOTARY PUBLIC - STATE OF FLORIDA,
At Large

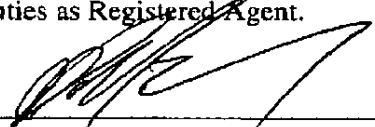
Print, type or stamp Commissioned Name of Notary Public:



J. PATRICK FITZGERALD
MY COMMISSION #DD 865974
EXPIRES: March 18, 2014
Bonded Thru Budget Notary Services

H130001653023**ACCEPTABLE BY REGISTERED AGENT**

Having been named as Registered Agent for CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.05054 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
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA