

N13849

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THOMAS S. HUDSON
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JOSEPH R. GIOFFRE
OF COUNSEL

April 30, 1998

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

In re: Traditional Catholic Churches
of Florida, Inc.

Dear Sir or Madam:

Enclosed is the original and a copy of the Amended Articles of Incorporation for Traditional Catholic Churches of Florida, Inc., and a check in the amount of \$35.00 to cover the filing fee. Please return a stamped copy of the Amended Articles for my file in the enclosed envelope.

Thank you for your kind assistance.

Very truly yours

100002510481--0
-05/05/98-01028--002
*****35.00 *****35.00

Thomas S. Hudson

FILED
98 MAY 20 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/21 Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

THOMAS S. HUDSON
HUDSON & ASSOCIATES
1800 SECOND STREET, SUITE 806
SARASOTA, FL 34236

SUBJECT: THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA
INCORPORATED
Ref. Number: N13849

RECEIVED
98 MAY 20 AM 11:28
DIVISION OF CORPORATIONS

We have received your document for THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00025898

THOMAS S. HUDSON
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THOMAS S. HUDSON
FLORIDA AND OHIO

JAMES E. BEHRENS
JOSEPH R. GIOFFRE
OF COUNSEL - OHIO ONLY

May 18, 1998

Teresa Brown
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

In re: The Traditional Catholic Churches of Florida Incorporated
Ref. Number: N13849

Dear Ms. Brown:

Enclosed please find the documents for The Traditional Catholic Churches of Florida Incorporated which have been corrected. I am also enclosing a copy and these documents and ask that you return file stamped copies to me in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Thomas S. Hudson (lc)

Thomas S. Hudson
Enc.

FILED
98 MAY 20 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

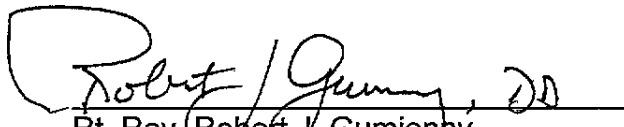
**Corporate Resolution to Amend the
Articles of Incorporation of
THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA INCORPORATED
(A Florida Nonprofit Corporation)**

The directors having met on the 28th day of April, 1998, and having unanimously agreed to an amendment of the Articles of Incorporation of the corporation, the following RESOLUTION is approved:

WHEREAS, under the bylaws of this organization, there are NO members entitled to vote on the proposed amendment, and

WHEREAS the directors unanimously approve the amendment;

IT IS THEREFORE RESOLVED that the Articles of Incorporation of THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA INCORPORATED, shall be amended as set forth in the attachment to this Resolution, effective immediately upon filing with the Secretary of State of the appropriate documents.


Rt. Rev. Robert J. Gumienny
Bishop/President of the Board of
Directors

Amended Articles of Incorporation
of
THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA INCORPORATED
a Florida Not For Profit Corporation

The undersigned persons, acting as directors of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Amended Articles of incorporation for the corporation:

Article I

The name of the corporation is **THE TRADITIONAL CATHOLIC CHURCHES OF FLORIDA INCORPORATED**.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is the advancement of religion.

(a). The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, specifically the preservation and spread of traditional Roman Catholicism, as governed by the Code of Canon Law of 1917 as promulgated by Pope Benedict the XV and for other charitable purposes, by the distribution of its funds for those purposes.

(b). The general purposes for which this corporation is formed are to operate exclusively for religious purposes which 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 those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.]

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the registered office of the corporation is 5011 Village Gardens Drive, City of Sarasota, County of Sarasota, State of Florida, subject to change upon vote of the directors. The name of its registered agent at that address is Rt. Rev. Bishop Robert J. Gumienny.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the board of directors shall hold office until the annual meeting of directors and Bishop, to be held on January 15, 1999, at 1:00pm, at the registered office of the corporation or at such other location as the directors may direct by resolution, at which time an election of new directors shall be held.

Directors elected at the said annual meeting, and at all subsequent times, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at January 15 of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the directors are:

<u>Name</u>	<u>Residential Address</u>
Rt. Rev. Robert J. Gumienny	5011 Village Gardens Drive Sarasota, Florida 34234
Rt. Rev. Francesco A. Cardenas	832 Fillmore Street Gary, Indiana 46402
Herman Pintzow	3223 Lockwood Ridge Rd., #198 Sarasota, Florida 34234
Rev. Charles D. Jackson	235 East Joel Blvd. Lehigh Acres, Florida 33936
Rev. William L. Arsenault	5206 Tenth Avenue So. Gulfport, Florida 33707

Article VII

The board of directors shall elect the following officers: president, vice-president, and secretary/treasurer and any other officers which the bylaws of this corporation authorize the directors to elect at the next annual meeting of the board of directors.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

A quorum of the directors is present when 3/5 of the directors of the corporation are present.

Article XIII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of the voting directors at any meeting comprising a quorum of the members of the corporation.

We, the undersigned, being a quorum of the directors of this corporation, for the purpose of amending the articles of incorporation of this not for profit charitable corporation under the Laws of Florida, have executed these Amended Articles of Incorporation on this 20th day of April, 1998.

Robert J. Germany, D.D.
Director

Director

Herman Buntzow
Director

Director

William L. Asenault
Director