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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

OUR LADY OF GUADALUPE PARISH

IN IMMOKALEE, INC.

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- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
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- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
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**ARTICLES OF INCORPORATION  
OF  
OUR LADY OF GUADALUPE PARISH IN IMMOKALEE, INC**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being desirous of forming a corporation for religious purposes under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

**ARTICLE I  
NAME**

The name of the corporation shall be Our Lady of Guadalupe Parish in Immokalee, Inc. having Federal Employer Identification Number 59-1369461 and its principal place of business and mailing address is 207 South 9<sup>th</sup> Street, Immokalee, Florida.

**ARTICLE II  
PREAMBLE**

Through the grace of God the Father, Son and Holy Spirit, the Roman Catholic Parish of **OUR LADY OF GUADALUPE PARISH**, is a definite community of the Christian Faithful established on a stable basis within the Diocese of Venice in union with the Latin rite of the Holy Roman Catholic Church. In accord with the doctrine and laws of the Roman Catholic Church, **OUR LADY OF GUADALUPE PARISH** is a portion of the People of God entrusted to the pastoral care of the pastor within the Diocese of Venice in Florida. The parish strives to assist the faithful in their journey of faith through Divine Worship, Evangelization, Catechesis, Faith Formation, Catholic Education, Christian Community and Fellowship, Works of Charity and Social Justice, and Strengthening of Families, all in accord with the Canonical Statutes of the Parish, incorporated herein.

**ARTICLE III  
COMMENCEMENT AND TERM OF EXISTENCE**

**OUR LADY OF GUADALUPE PARISH** was erected in 1957 as a juridic person under the Code of Canon Law and will now commence its civil existence as a corporation from the date of filing with the Secretary of State of Florida. The Corporation is to exist perpetually.

**ARTICLE IV  
PURPOSES**

The corporation is organized as a not-for-profit organization exclusively for religious purposes. The purposes of the corporation are:

- A. To carry on the general religious ministry of the Roman Catholic Church in the Diocese of Venice in Florida, United States of America, and to engage in all aspects of establishing, conducting and maintaining a Roman Catholic parish. In particular the corporation shall minister to the spiritual and temporal needs of people in strict accordance with the teachings, tenets, and policy of the Roman Catholic Church.

- B. To manage the temporal affairs of the corporation in such a manner that does not cause undue prejudice to the laws and disciplines of the Roman Catholic Church. To that end the corporation may establish, receive, maintain a fund or funds for the operational support of a Catholic parish and may take and receive by gift, grant, bequest, devise, or otherwise any and all property of any sort or nature without limitation as to amount or value and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time, pay and apply other funds and property of the corporation, as well as income thereof, for the support of the parish.
- C. Subject to the limitations and conditions contained in any gift, devise or bequest received by the corporation, the corporation may invest its funds in such investment vehicles, including but not limited to, accounts with an FDIC insured banking institution, mutual funds, bonds, debentures, shares of preferred and common stock, mortgages, and other securities and property as its Trustees shall deem advisable.

#### **ARTICLE V POWERS**

The corporation is empowered:

- A. To buy, own, sell, convey, assign, mortgage, lease, or encumber any interest in real property and personal property, and to construct, maintain and operate improvements thereon necessary or insistent to the accomplishment of the purposes set forth in these Articles of Incorporation.
- B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the purposes described in these Articles of Incorporation and to secure the same by mortgage, pledge or other lien upon the corporation's profit.
- C. To the extent permitted by law under Chapter 616, Florida Statutes and the laws and guidelines of the Roman Catholic Church, to do everything necessary or proper for the carrying out of the foregoing purposes.
- D. In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's assets shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code.
- E. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

- F. The corporation is established as an apostolate of the Roman Catholic Church and as such, in accordance with canon law, the following rights are reserved to the Member:
1. The approval of the Canonical Statutes of this Parish and the operating philosophy of the corporation shall be approved by the Member;
  2. Corporate property may not be sold, encumbered, or otherwise alienated without the express written approval of the Member;
  3. The corporation may not be merged or dissolved without the express written approval of the Member; and
  4. Any additional rights as provided for in the Bylaws.

#### **ARTICLE VI MEMBER**

The sole Member of this corporation shall be the Most Rev. Frank J. Dewane as Bishop of the Diocese of Venice, and his successors in office. In the absence of the bishop, the diocesan administrator *sede vacante* shall assume the role as Member, until a successor diocesan bishop has taken Canonical possession of the Diocese of Venice.

#### **ARTICLE VII BOARD OF TRUSTEES**

The business affairs of this corporation shall be managed by the Board of Trustees. The corporation shall have Trustees to be elected and serve as provided in the Bylaws of the corporation.

The names and addresses of the persons initially serving as Trustees are:

Rev. Carlos Reyes-Ramirez, 207 South 9<sup>th</sup> Street, Immokalee, FL 34142  
Rev. Msgr Stephen E. McNamara, V.G., 1000 Pinebrook Road, Venice, Florida 34285  
Dr. Volodymyr Smeryk, 1000 Pinebrook Road, Venice, Florida 34285

#### **ARTICLE VIII OFFICERS**

Section 1. The officers of the corporation may include President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as the Board of Trustees may elect from time to time. A person may hold more than one office at one time. A person need not be a Trustee in order to hold office.

Section 2. The officers shall be elected at the annual meeting of the Board of Trustees or as provided in the Bylaws.

#### **ARTICLE IX BYLAWS**

The Board of Trustees may adopt or amend the Bylaws for the conduct of the corporation's business and the carrying out of its purposes, subject however, to the prior approval of the Member of the corporation.

#### **ARTICLE X AMENDMENTS**

These Articles of Incorporation may be amended only upon a majority vote of the Trustees of the corporation at any regular or special meeting called for that purpose, but such amendments shall not be effective until approved by the Member of the Corporation in writing.

#### **ARTICLE XI CONDUCT OF AFFAIRS**

The business and affairs of the corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the Diocese of Venice, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

#### **ARTICLE XII LIMITATIONS ON ACTIVITIES**

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 the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office.

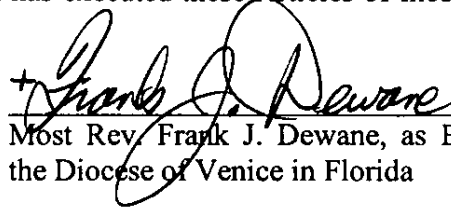
#### **ARTICLE XIII REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 4514 Central Avenue, St. Petersburg, Florida 33711, and the name of the registered agent of this corporation at this address is Joseph A. DiVito, Esquire.

**ARTICLE XIV  
INCORPORATOR**


The name of the incorporator is Most Rev. Frank J. Dewane, as Bishop of the Diocese of Venice in Florida, his successors in office and the address of the incorporator is 1000 Pinebrook Road, Venice, Florida 34285.

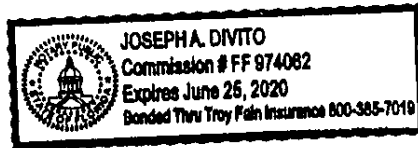
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 29<sup>th</sup> day of October, 2016.

  
\_\_\_\_\_  
Most Rev. Frank J. Dewane, as Bishop of  
the Diocese of Venice in Florida

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 29<sup>th</sup> day of October, 2016, by Most Rev. Frank J. Dewane, as Bishop of the Diocese of Venice in Florida who is personally known to me and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: JOSEPH A. DIVITO  
My Commission expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process on behalf 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.

  
\_\_\_\_\_  
JOSEPH A. DIVITO, ESQ.  
Registered Agent

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