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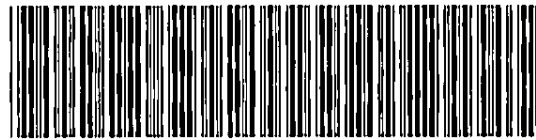
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ST. MARY ACADEMY IN SARASOTA, INC.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- 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 \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
ST. MARY ACADEMY IN SARASOTA, INC.**

The undersigned, being desirous of forming a corporation for charitable 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 **ST. MARY ACADEMY IN SARASOTA, INC.**, and its principal place of business and mailing address is 4380 Fruitville Road, Sarasota, FL 34232.

**ARTICLE II  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III  
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 and educational work 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 secondary Catholic learning institution for the instruction of Special Education students in religion, the arts, science, literature, and all branches of a secondary learning institution, with authority to grant diplomas and degrees. 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 high school 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, including the principal, as well as income thereof, for the support of the high school.
- 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 IV 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, 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 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 V MEMBER**

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

#### **ARTICLE VI 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:

Fr. John Belmonte, 1000 Pinebrook Drive, Venice, FL  
Rev. Monsignor Stephen E. Robert McNamara, VG  
Dr. Volodymyr Smeryk, 1000 Pinebrook Drive, Venice, FL  
Peter McPartland, 1000 Pinebrook Drive, Venice, FL

#### **ARTICLE VII OFFICERS**

Section 1. The officers of the corporation may include a Chairperson, 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 VIII 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 IX  
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.

**ARTICLE X  
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 XI  
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 XII  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is TK Registered Agent, Inc., 101 East Kennedy Blvd., Suite 2700, Tampa, FL 33602, and the name of the registered agent of this corporation at this address is Joseph A. DiVito, Esquire.

**ARTICLE XIII  
INCORPORATOR**

The name and address of the incorporator is Most Rev. Frank J. Dewane as Bishop of the Diocese of Venice, a corporation sole, his successors in office.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of July, 2021.

+ Frank J. Dewane  
Most Rev. Frank J. Dewane as Bishop of the Diocese of Venice, a corporation sole

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of July, 2021, by Most Rev. Frank J. Dewane, as Bishop of the Diocese of Venice, a corporation sole, who is personally known to me and who acknowledged before me that he executed and subscribes to these Articles of Incorporation, personally before me.



Joseph A. Divito  
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.

TK Registered Agent, Inc.

Joseph A. Divito  
JOSEPH A. DIVITO  
Registered Agent

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