

# N23000001413

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## FLORIDA PROFIT/NON PROFIT CORPORATION OUR LADY OF GRACE CATHOLIC CHURCH PALM BAY, INC.

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ARTICLES OF INCORPORATION  
OF  
OUR LADY OF GRACE CATHOLIC CHURCH PALM BAY, INC.

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

ARTICLE I  
NAME AND ADDRESS

The name of the corporation shall be: OUR LADY OF GRACE CATHOLIC CHURCH PALM BAY, INC. ("Corporation" or "Parish"), and the street and mailing address of its principal office is 300 Malabar Road, S.E., Palm Bay, FL 32907.

ARTICLE II  
PURPOSES

This Corporation is organized as a corporation not for profit and shall be i) subject to and operated exclusively for religious and educational purposes, ii) subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and iii) operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church ("Canon Law") and the policies and rules of the Roman Catholic Diocese of Orlando ("Diocese"), which is recognized by Canon Law as a portion of the people of God which is entrusted to the Bishop of the Diocese who is the person duly appointed, according to the norm of Canon Law ("Bishop"). Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated as a definite community of the Christian faithful of the Parish for the implementation of the mission of the Catholic Church and to establish, receive and maintain a fund or funds for the operational support of the Parish; to that end, to 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 the funds and property of the Corporation, including the principal as well as income thereof, for the exclusive support of the Parish. To the extent permitted by law, to do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation, all in accordance with Canon Law.

ARTICLE III  
TERM OF EXISTENCE

This Corporation is to exist perpetually

ARTICLE IV  
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing with the

Secretary of State of Florida.

ARTICLE V  
RESERVATION OF POWERS TO MEMBER

The Corporation is an apostolate of the Roman Catholic Church and as such, Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member, subject to applicable Canon Law:

(a) The approval of the Canonical Statutes of the Parish and the religious philosophy or purpose of the Corporation shall be approved by the Member:

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

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

(d) Any additional rights as may from time to time be provided for by applicable law, Canon Law, or the Corporation's Bylaws.

ARTICLE VI  
QUALIFICATION OF MEMBER

The Member of this Corporation shall be the Most Reverend John G. Noonan, as Bishop of the Diocese of Orlando, 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 Orlando.

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Vilaire Philius, 300 Malabar Road, S.E., Palm Bay, FL 32907.

ARTICLE VIII  
OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The initial officers of the Corporation shall be appointed and removed by the Board of Directors, as provided in the Corporation's bylaws ("Bylaws").

ARTICLE IX  
BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three Directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws, but shall never be less than three or more than nine. Directors shall be appointed and removed as provided in the Corporation's Bylaws.

ARTICLE X  
BYLAWS

The Board of Directors shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes.

ARTICLE XI  
AMENDMENTS

These Articles of Incorporation may be restated and/or amended only upon a majority vote of the Board of Directors at any regular or special meeting called for that purpose, and in accordance with the Bylaws.

ARTICLE XII  
CONDUCT OF AFFAIRS

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

ARTICLE XIII  
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (as amended).

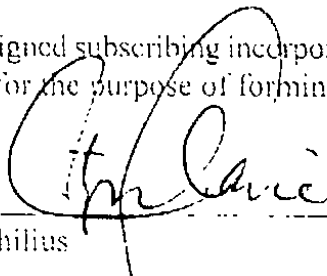
ARTICLE XIV  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) or other sections of the Internal Revenue Code.

ARTICLE XV  
INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is 50 East Robinson Street, Orlando, FL 32801, and the name of the initial registered agent of this Corporation at the address is Kevin Casey.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 18th day of January, 2023, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Vilaire Philius

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Corporation, at the office stated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity and comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
Kevin Casey