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ACCOUNT NO. : 072100000032
REFERENCE : 190899 81624A
AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 78.75

ORDER DATE : April 1, 1999
ORDER TIME : 12:57 PM
ORDER NO. : 190899-005
CUSTOMER NO: 81624A

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CUSTOMER: Ms. Ellie Garcia
J. PATRICK FITZGERALD, PA
J. PATRICK FITZGERALD, PA
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: DIOCESE OF PALM BEACH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
99 APR -1 PM 3: 12

FILED
DIVISION OF CORPORATION
99 APR -1 PM 2: 23
SP

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

99 APR -1 PM 3:12

ARTICLES OF INCORPORATION
OF
DIOCESE OF PALM BEACH, INC.

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

ARTICLE I
NAME

The name of the corporation shall be: Diocese of Palm Beach, Inc., and its address is 9995 N. Military Trail, Palm Beach Gardens, Florida 33410-9650.

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
COMMENCEMENT OF EXISTENCE

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

ARTICLE IV
PURPOSES

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

A. To establish, receive and maintain a fund or funds for the operational support of the Diocese of Palm Beach; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and 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 support of the Diocese of Palm Beach;

B. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall

deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V
QUALIFICATION OF MEMBER

The sole member of this corporation shall be the Most Reverend Anthony J. O'Connell, as Bishop of the Diocese of Palm Beach, and his successors in office.

ARTICLE VI
SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is:

The Most Reverend Anthony J. O'Connell
Bishop of the Diocese of Palm Beach
P. O. Box 109650
Palm Beach Gardens, FL 33410-9650

ARTICLE VII
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 names of the persons who shall serve as Officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
The Most Reverend Anthony J. O'Connell	President
Reverend James Murtagh	Vice-President
Reverend Richard Murphy	Treasurer
Reverend Michael W. Edwards	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four 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. The sole Member of this corporation shall appoint the Directors. The sole member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the corporation are:

The Most Reverend Anthony J. O'Connell
Bishop of the Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

Reverend Michael W. Edwards
Chancellor of the Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

Reverend Richard Murphy
Vicar for Pastoral Services
Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

Reverend James Murtagh, V.G.
Moderator of the Curia
Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

ARTICLE IX
BYLAWS

The sole Member of this corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the sole Member of this corporation at any regular meeting or special meeting called for that purpose.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended by the sole Member of this corporation at any regular or special meeting called by the sole Member for that purpose.

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 Palm Beach, 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, 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 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. 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 (or the corresponding provision of any future United States Internal deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII
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 sole Member which have qualified for exemption under Section 501 (c) (3) of the

Internal Revenue code and none of assets will be distributed to any member, officer or director of this corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (c) (3) of the code.

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation at the address is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 30 day of March, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

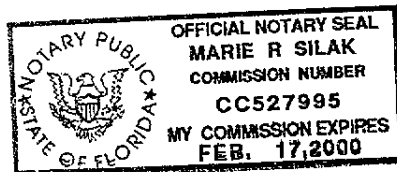
+ Anthony J. O'Connell
The Most Reverend Anthony J. O'Connell,
Bishop of the Diocese of Palm Beach

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30 day of March, 1999, by The Most Reverend Anthony J. O'Connell, as Bishop of the Diocese of Palm Beach, [X] who is personally known to me or [] who has produced _____ as identification.

Marie R. Silak
NOTARY PUBLIC-STATE OF FLORIDA,
At Large
Print, type or stamp Notary name:

My Commission Expires:
2-17-2000



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the Diocese of Palm Beach, Inc., a Florida not for profit 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.



J. Patrick Fitzgerald, Esquire
Registered Agent

JPF/eg/CORPDOC/DPB-INC.ART
Final 3/30/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 1 PM 3:12