

703025



ACCOUNT NO. : 072100000032
REFERENCE : 171949 81624A
AUTHORIZATION : Patricia Pruitt
COST LIMIT : \$ 43.75

ORDER DATE : March 17, 1999
ORDER TIME : 11:32 AM
ORDER NO. : 171949-005
CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia
J. Patrick Fitzgerald, PA
Suite 3-B
110 Merrick Way
Coral Gables, FL 33134

RECORDED
99 MAR 17 PM 12:20
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: ST. JOHN VIANNEY COLLEGE
SEMINARY, INC.

900002809449--9

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
99 MAR 17 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated
3/17/99

FILED

99 MAR 17 PM 3: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
ST. JOHN VIANNEY COLLEGE SEMINARY, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted: (Indicate Article number(s) being amended, added or deleted.)

See attached Amended and Restated Articles of Incorporation.

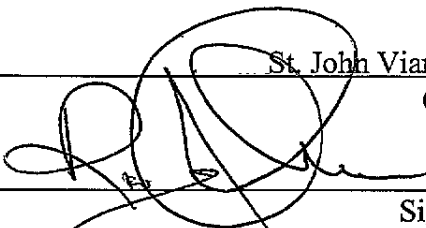
SECOND: The date of adoption of the amendment(s) was: February 11, 1999.

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

St. John Vianney College Seminary, Inc.
Corporation Name


Signature of President

Very Reverend John Noonan

President
Title 5th / Feb 1999
Date

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

99 MAR 17 PM 3: 55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST. JOHN VIANNEY COLLEGE SEMINARY, INC.

A Florida Corporation Not for Profit

We, the undersigned Member and Trustees of ST. JOHN VIANNEY COLLEGE SEMINARY, INC., a Florida corporation not for profit, in accordance with unanimous Resolution passed at a regular meeting of the Board of Trustees of said corporation held on February 11, 1999, do hereby adopt the following Amended and Restated Articles of Incorporation, pursuant to Article IX of the original Articles of Incorporation and amendments thereto.

ARTICLE I

The name of the corporation shall be ST. JOHN VIANNEY COLLEGE SEMINARY, INC., with its principal place of business at 2900 S. W. 87 Avenue, Miami, Miami-Dade County, Florida 33165.

ARTICLE II

The purposes for which this corporation is organized are as follows:

- (a) To establish, maintain and operate St. John Vianney College Seminary (the "Seminary");
- (b) To train and educate men whose stated objective is to study for the priesthood of the Roman Catholic Church, and to provide general ancillary training and educational services to lay ministers and other persons who may be enriched by such services;

(c) To acquire and maintain facilities for the operation and conduct of educational and scientific schools, institutes, classes and programs; to establish and maintain libraries, laboratories, museums and art galleries; and, in general, to do any and all things that may be necessary, advisable or customary in connection with the establishment, conduct and operation of a college seminary or university, and all activities and undertakings related thereto, including, but not limited to, the conferral of degrees;

(d) To acquire, maintain and operate any and all facilities necessary or desirable for the education and training of men whose stated objective is to study for the priesthood of the Roman Catholic Church;

(e) To edit and publish papers, magazines, pamphlets, periodicals and books;

(f) To acquire, maintain and operate any and all facilities necessary or desirable to the conduct of educational and scientific research, and to sponsor or conduct educational and scientific research programs;

(g) To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the corporation;

(h) To purchase, own, hold, improve, rent or lease property, both real and personal; to acquire, by gift, devise, bequest or otherwise, property of any kind or character whatsoever and wheresoever situated; to sell, convey, pledge, mortgage, or otherwise dispose of or encumber any such property; to contract and to sue and be sued in its corporate name; to have a corporate seal; and to have any and all statutory and common law powers, including the corporate powers set forth in Chapter 617, Florida Statutes, as may be amended from time to time, of a corporation not for profit; and,

(i) In general, to do any and all things as may be necessary or proper to carry out the purposes for which this corporation is formed.

ARTICLE III

The sole Member of this corporation shall be The Most Reverend John Clement Favalora, as Archbishop of the Archdiocese of Miami, and his successors in office. This corporation shall be governed by a Board of Trustees. The Member shall be a Trustee, and shall be entitled to vote on any and all matters that may come before the Board of Trustees. The responsibilities of the Board of Trustees include establishing broad policies of formation within the Seminary; establishing spiritual as well as educational programs of the Seminary; securing financial support for the Seminary; with the recommendation of the Rector of the Seminary (the "Rector"), approving faculty members; approving the annual budget, rate of tuition for both diocesan seminarians and others (which tuition rate may not necessarily be identical); and, approving extraordinary expenditures of money and capital improvements.

The following persons, by reason of their office, shall always be *ex officio* members of the Board of Trustees of this corporation:

- a. The Archbishop of the Archdiocese of Miami and his successors in office as such Archbishop;
- b. The Auxiliary Bishops of the Archdiocese of Miami and their successors in office as such auxiliaries;
- c. The Diocesan Bishops of the Province of Miami and their successors in office, subject to, and upon, the acceptance of such *ex officio* membership by any such Diocesan Bishop; and,
- d. The Rector of St. John Vianney College Seminary and his successors in office as such Rector.

At least seven (7) but not more than twenty (20) additional Trustees shall be appointed by the Member.

ARTICLE IV

The term for which this corporation is to exist shall be perpetual.

ARTICLE V

The names, title and addresses of the current members of the Board of Trustees of this corporation are as follows:

Name and Address

Most Rev. John C. Favolora, Chairman
Archbishop of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Most Rev. Agustin Roman
Auxiliary Bishop of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Most Rev. Gilberto Fernandez
Auxiliary Bishop of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Most Rev. Thomas G. Wenski
Auxiliary Bishop of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Most Rev. John J. Nevins
Bishop of Venice
1000 Pinebrook Road
Venice, FL 34292

Most Rev. Norbert Dorsey
Bishop of Orlando
P.O. Box 1800
Orlando, FL 32802

Sr. Jeanne O'Laughlin, OP
President
Barry University
11300 N.E. 2 Avenue
Miami, FL 33161

Rev. Msgr. Franklyn M. Casale
President
St. Thomas University
16400 N.W. 32 Avenue
Miami, FL 33054

Most Rev. Robert N. Lynch
Bishop of St. Petersburg
P.O. Box 40200
St. Petersburg, FL 33131

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

Rev. Msgr. Pablo A. Navarro
President/Rector
St. Vincent de Paul Regional Seminary
10701 South Military Trail
Boynton Beach, FL 33436

Rev. Arthur Dennison
St. Andrew Catholic Church
9950 S.W. 29th Street
Coral Springs, FL 33065

Rev. Msgr. Vincent T. Kelly
Pastor
St. John the Baptist Catholic Church
4595 Bayview Drive
Miami, FL 33308

Rev. Felipe Estevez
St. Agatha Catholic Church
1111 S.W. 107th Avenue
Miami, FL 33174

Rev. Thomas O'Dwyer
Little Flower Catholic Church
1805 Pierce Street
Hollywood, FL 33020

Mrs. Georgina Angones
1203 Santona Avenue
Coral Gables, FL 33143

Mr. Andre Bony
Catholic Charities of the Archdiocese of Miami, Inc.
17140 N.W. 42nd Court
Miami, FL 33055

Mr. Joseph Sciortion
3500 N. 52nd Avenue
Hollywood, FL 33021

Rev. Msgr. William J. Hennessey, V.G.
Moderator of the Curia
9401 Biscayne Boulevard
Miami Shores, FL 33138

Very Rev. John Noonan
Rector
St. John Vianney College Seminary, Inc.
2900 S.W. 87th Avenue
Miami, FL 33165

ARTICLE VI

Except for the *ex officio* Trustees, all other Trustees shall be appointed by the Member for fixed terms on a staggered basis. Once the rotation is established, the Trustees, except for the *ex officio* Trustees, shall serve for three-year terms and may be reappointed by the Member without limitation. Vacancies shall be filled by the Member, with the proviso that any person appointed to the unexpired terms of his or her predecessor may be reappointed at the expiration of the term of his or her predecessor, in the sole discretion of the Member.

ARTICLE VII

The Archbishop of the Archdiocese of Miami, and his successors in office as such Archbishop, shall be *ex officio* Chairman of the Board of Trustees. The other officers of the corporation shall be the President, the Secretary and the Treasurer, together with any assistant officers determined by the Trustees. Except for the Chairman and the President, all other officers of the corporation shall be elected by a majority vote of the members of the Board of Trustees, present and voting, and shall hold office for a term of three (3) years or until their respective successors are elected, subject to the approval of the Chairman of the Board.

The names of the officers of the corporation who are to serve until the next election or until their respective successors are elected and qualified, are as follows:

Most Rev. John C. Favalora
Chairman of the Board
9401 Biscayne Boulevard
Miami Shores, FL 33138

Very Rev. John Noonan
President
2900 S.W. 87 Avenue
Miami, FL 33165

ARTICLE VIII

This corporation is a corporation not for profit. No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of, any member, Trustee or officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall revert to the Archdiocese of Miami and shall be transferred or conveyed to The Most Reverend John Clement Favalora, as Archbishop of the Archdiocese of Miami, or his successors in office, the same being a corporation sole and not for profit.

ARTICLE IX

The Bylaws of the corporation shall not be made, amended, altered or rescinded without the written approval of the Member.

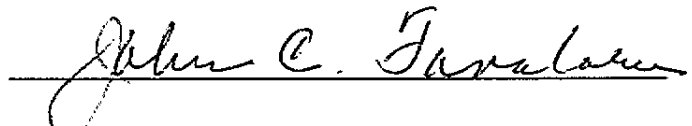
ARTICLE X

These Amended and Restated Articles of Incorporation of the corporation shall not be made, amended, altered or rescinded without the written approval of the Member.

IN WITNESS WHEREOF, I, the undersigned, Secretary of the said corporation do hereby certify that the foregoing is a true and correct copy of the Amended and Restated Articles of Incorporation of ST. JOHN VIANNEY COLLEGE SEMINARY, INC., a Florida corporation

not for profit, adopted by the Board of Trustees at its meeting on the 11th day of February,
A.D., 1999 and the attached Certificate of Resolution is the certificate accompanying the
Amended and Restated Articles of Incorporation.

SIGNED this 11th day of February, A.D., 1999, at Miami, Miami-Dade County,
Florida.



Name: John C. Favalora

Title: Chairman of the Board and Sole Member

MIA9801/41626-2
ST-JOHN-VIANNEY-2-99.ART
Final 3/2/99 (ln)