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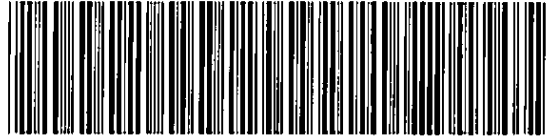
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
HALLMARKS E. FLOOR IV

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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACU Holdings, Inc.

DOCUMENT NUMBER: 709010

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erik M. Vieira

(Name of Contact Person)

Agrupacion Catolica Universitaria, Inc.

(Firm/ Company)

12805 SW 6th Street

(Address)

Miami, Florida 33184

(City/ State and Zip Code)

acuinfo@estovir.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erik Vieira

352

263-7201

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ACU HOLDINGS, INC.**

A Florida not-for-profit Corporation

The following Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Members of the Corporation on January 29, 2020, and at which time the number of votes cast was sufficient for approval, pursuant to the authority and provisions of Florida Statutes and the existing Articles of Incorporation as filed on December 13, 2001.

**ARTICLE I
NAME**

The name of the Corporation is "FATHER AMANDO LLORENTE, S.J. FOUNDATION, INC."

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence or until sooner dissolved according to law.

**ARTICLE III
PURPOSE**

A. The general purpose for which this Corporation is formed is to operate exclusively for charitable, scientific, literary, educational, or other such purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

B. Any and all real, personal, tangible and intangible property owned or held by the Corporation from the time of its incorporation to its dissolution, whether within the United States of America or the Republic of Cuba (hereinafter referred to as Property) is owned or held on behalf of the Antillean Province of the Religious Order of the Catholic Church known as the Society of Jesus, or its successors, including any Province succeeding the Antillean Province, as existing under Canon Law and the Papal Bull *Laudabile Romanorum Pontificum* of Pope Benedict XIV, subject to the exclusive use of such Property by the Agrupacion Catolica Universitaria, Inc., a Florida not-for-profit corporation, operating as a Marian Sodality and duly registered in the Official Catholic Directory of the Catholic Church of the United States of America (hereinafter referred to as ACU).

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE IV **MEMBERSHIP**

The Corporation shall have three (3) members who shall meet the qualifications hereinafter mentioned and no other person or legal entity shall be entitled to membership in the Corporation. Each Member shall have one and equal vote. Voting by proxy is prohibited.

Qualification of Members

- (A) The first member shall be the member of the Jesuit Province of the Antilles, and any such successor Province, designated by its Father Provincial as the Ecclesiastical Director of the ACU.
- (B) The second member shall be the person who from time to time is the President of the ACU.
- (C) The third member shall be another member of the Jesuit Province of the Antilles, and any such successor Province, designated by its Father Provincial as the Assistant Ecclesiastical Director of the ACU; provided, however, that if such Assistant Ecclesiastical Director has not been designated, the third member shall be that ordained Jesuit Priest inscribed to said Province, and any such successor Province, who is chosen by the Father Provincial of said Province, as the Superior of the Miami Section of said Province.

ARTICLE V **MANAGEMENT**

Section 1. Board of Directors: The Board of Directors of the Corporation shall be comprised of three (3) individuals designated by a majority vote of its Members. The Board of Directors shall exercise all powers of the Corporation by and under the authority, oversight and guidance of its Members, including managing all business and affairs of the Corporation within the limitations set forth in the Articles of Incorporation. Each Director shall have one and equal vote. Voting by proxy is prohibited.

Section 2. Committees: The Board of Directors, to carry out the purposes of the Corporation, may establish committees or commissions, including an advisory committee, with such authority as the Board of Directors may bestow upon it.

ARTICLE VI **OFFICERS**

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer and may have additional and assistant officers including, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time, except the offices of President and Secretary. Such Officers shall be elected by the Board of Directors at the annual meeting of the Directors, and shall serve until their successors are chosen. The failure to elect any of these officers shall not affect the existence of the Corporation. The Directors may remove any or all of the Officers from office, with or without cause, and at such time as the Directors may determine.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Bylaws: The internal affairs of the Corporation shall be regulated by the bylaws. The power to prepare, amend or repeal the bylaws shall be vested in the Members of the Corporation. The failure to prepare bylaws shall not affect the existence of the Corporation. The Articles of Incorporation, as amended from time to time, preempts the bylaws.

Section 2. Power and Authority: Subject to the limitations of these Articles of Incorporation, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit Corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

A. To accept contributions of money and other property, whether real or personal, or any interest therein;

B. To acquire, by purchase, lease or otherwise, and hold title to real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable purposes of the Corporation;

C. To lease, assign, convey or mortgage all or a portion of such real and personal property;

D. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

E. To make charitable contributions to any affiliated or auxiliary organizations;

F. To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

G. To utilize its income in furtherance of the foregoing objectives.

Section 3. Limitation on Activities: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate organization described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Conflicts of Interest: Any contract or other transaction between the Corporation and the ACU shall be deemed to have fulfilled all of the criteria listed below and shall be deemed exempt from such criteria.

Any contract or other transaction between the Corporation and any Director or Officer, or between the Corporation and any other corporation, firm, association or other entity in which any Director or Officer is a director, trustee, partner or officer or has a significant financial interest therein, may be declared void or voidable by the Directors unless all of the following conditions are met:

- A. The relevant and material facts as to such Director's or Officer's interest in such contract or transaction and as to any common directorship, trusteeship, partnership, officership, or financial or influential interest were disclosed in writing to the Directors;
- B. The relevant and material facts known to such interested Director or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interests were disclosed in writing to the Directors;
- C. The Directors authorized such contract or transaction by a vote of at least two-thirds (2/3) of the Directors entitled to vote at a meeting at which a quorum was present, and such interested Director or Officer was not counted in determining the presence of a quorum or determining a two-thirds (2/3) vote.

ARTICLE VIII **INDEMNIFICATION**

Section 1. General: The Corporation shall indemnify any Member, Director or Officer or former Member, Director or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Member, Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities in the scope of their services performed on behalf of the Corporation.

Section 2. Defense of Claims: As a condition of a Member, Director or Officer's right to be indemnified hereunder, such Member, Director or Officer shall grant the Corporation the right to assume and control the defense or settlement of any claim made or threatened against such Director or Officer upon the Corporation's written undertaking to hold such Member, Director or Officer harmless from all costs and liabilities of such claims and the defense or settlement thereof, including any costs of final judgment. If the Corporation does not so elect to assume the defense or settlement of any claim, it is nevertheless a condition of a Member, Director or Officer's right to claim the benefits of this indemnity that any counsel retained by such Member, Director or Officer in connection with the defense or settlement of such claim (other than a claim by or in the

right of the Corporation) be mutually agreeable to the Member, Director or Officer and the Corporation. The Corporation shall give a Member, Director or Officer written notice of any election under this section within a reasonable period after the Corporation's receipt of written notice of a claim against such Member, Director or Officer.

Section 3. Limitation of Indemnity: Notwithstanding anything in this Article to the contrary, no Member, Director or Officer shall be entitled to any indemnification pursuant hereto to the extent that: (a) such Director or Officer is entitled to indemnity or payment under any policy or policies of insurance; or (b) any action by the Corporation in its right to procure a judgment in its favor, whether civil or criminal, is brought to impose a liability or penalty on any Member, Officer or Director for an act alleged to have been committed by such Member, Officer or Director in his official capacity or in such official capacity in any other corporation in which he served at the request of Corporation.

Section 4. Notice and Cooperation: As a condition of any Member, Director or Officer's right to be indemnified hereunder, such Member, Director or Officer shall give the Corporation written notice as soon as practicable of any claims made or threatened against such Member, Director or Officer in his capacity as a Member, Director or Officer, and such Director or Officer shall give the Corporation such information and cooperation as the Corporation may reasonably require.

Section 5. Subrogation: The Corporation shall be subrogated to the extent of any payments made hereunder to all of the indemnified Member, Director or Officer's rights of recovery and the Member, Director or Officer shall execute all papers required and shall do everything that may be necessary to secure such rights for Corporation.

Section 6. Termination Rights: This indemnity may be terminated by the Corporation by giving not less than sixty (60) days prior written notice of termination to all Directors and Officers, but any such termination shall not affect any person's right to indemnification with respect to any acts or omissions of such person occurring prior to such termination.

ARTICLE IX

AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked by a majority vote of the Members of the Corporation.

ARTICLE X

DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION

The dissolution of the Corporation may be authorized by two-thirds vote of the Members.

Upon dissolution of the Corporation, all the remaining tangible and intangible assets, including all rights, title and interest held in any form, after payment of all remaining costs and expenses of the Corporation, shall be wholly distributed to the following entities in succession as they may exist:

1. Agrupacion Catolica Universitaria, Inc.;
2. The Antillean Province of the Society of Jesus or the Canonical successor of said Province in existence at the time of dissolution; or
3. Curia of the Society of Jesus or the Canonical successor of the Jesuits.

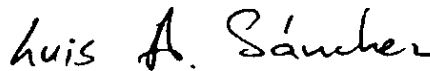
ARTICLE XI
PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of the Corporation is 12805 SW 6TH Street, Miami, Florida 33184.

ARTICLE XII
REGISTERED AGENT

The name of the registered agent of this Corporation is Corporate Creations Network, Inc. and the address of the registered agent is 11380 Prosperity Farms Road, Suite #221E, Palm Beach Gardens, Florida 33411.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of January 2020.



Luis Sanchez
Member

Date of Adoption: January 29, 2020

Effective Date: January 29, 2020