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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BELEN JESUIT FATHERS, INC.

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NOVEMBER 6, 2020 - TOTAL PAGES 10 Resubmitting as requested below.



November 4, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BELEN JESUIT FATHERS, INC.  
12725 S.W. 6TH STREET  
MIAMI, FL 33184US

SUBJECT: BELEN JESUIT FATHERS, INC.  
REF: 720998

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Fax Audit sheet references 8 pages, but only 7 pages were received.

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Terri J Schroeder  
Regulatory Specialist III

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Letter Number: 220A00022056

P.O BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BELEN JESUIT FATHERS, INC.

Pursuant to the provision of sections 617.1006 and 617.1007 of the Florida Not-for-Profit Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation, and certifies as follows:

1. The name of the Corporation shall be: BELEN JESUIT FATHERS, INC., (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was May 21, 1971, and assigned Document Number 720998.

2. The Amended and Restated Articles of Incorporation were unanimously adopted by the Members of the Corporation at a meeting held on October 28, 2020, and approved by the Board of Directors of the Corporation at a meeting held on October 28, 2020, and the number of votes cast for the amendments was sufficient for approval, pursuant to the authority and provisions of Florida Statutes and the existing Articles of Incorporation, as amended from time to time. This Amendment is also in conformity with the Bylaws of Belen Jesuit Fathers, Inc., and no further action is necessary for its approval.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

Date of Adoption: 10/28/2020 Effective Date: 10/28/2020

ARTICLE I  
NAME

The name of the Corporation is **BELEN JESUIT FATHERS, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II  
DURATION

The existence of the Corporation shall be perpetual.

ARTICLE III  
PURPOSES

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time, or the corresponding provisions of any future applicable United States revenue law (the "Code"), subject to the limitations expressed in Article VII(3) below.

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This Corporation is being formed as part of the social ministry of the Catholic Church and therefore will operate under the supervision and direction of the Antillean Province of the religious order of the Catholic Church known as the Society of Jesus or its successor pursuant to Canon Law, particularly Pontifical Bull "Laudabile..." of February 15, 1758 of Pope Benedict XIV.

#### **ARTICLE IV MEMBERSHIP**

**Section 1. Members.** The Corporation shall have two (2) Members, who shall meet the qualifications hereinafter mentioned and no other person or legal entity shall be entitled to membership in the Corporation, to wit:

(A) One Member shall be the Superior of the Miami Section of the Antillean Province of the Society of Jesus, or its successor province; and.

(B) One Member shall be a Jesuit appointed by the Provincial of the Antilles Province of the Society of Jesus, or its successor province.

#### **ARTICLE V MANAGEMENT**

**Section 1. Board of Directors.** The Board of Directors of the Corporation shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of Directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time shall be provided for in the Bylaws of the Corporation.

**Section 2. Committees & Board of Advisors.** The Board of Directors, to carry out the purposes of the Corporation, may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), including but not limited to a Board of Advisors, with such authority as the Bylaws may provide from time to time.

#### **ARTICLE VI OFFICERS**

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and an Assistant Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of Directors, and shall serve until their successors are chosen and qualified. There may be such other Officers and Assistant Officers and agents as may be determined by the Board of Directors. The failure to elect any of these Officers shall not affect the existence of the Corporation.

#### **ARTICLE VII GENERAL PROVISIONS**

**Section 1. Bylaws.** The internal affairs of the Corporation shall be regulated by the Bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the Directors in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested

in the Board of Directors in accordance with the terms of said Bylaws.

**Section 2. Power and Authority.** Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a Corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by: (i) a Corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a Corporation, contributions to which are deductible under section 170(e)(2) of the Code; or a Corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

**Section 3. Tax-Exempt Status.** No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any 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 private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participating or intervening in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements).

**Section 4. Conflicts of Interest.** No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation is pecuniarily or otherwise interested in, or is a Director or Officer of, such other Corporation assuming the transaction was approved as set forth in the Bylaws.

**Section 5. Indemnification.** Every person who now is or hereafter shall be a Member, Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Member, Director or Officer of the Corporation (whether or not he is a Member, Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

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**ARTICLE VIII  
AMENDMENTS**

Amendments to these Articles shall be made by unanimous vote of Members of the Corporation.

**ARTICLE IX  
DISSOLUTION**

The Corporation may be dissolved by its Members following the Bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the Directors shall dispose of all the assets of the Corporation (collectively, its "Assets") exclusively in favor of an organization organized and operated exclusively for charitable or educational purposes that shall qualify as an exempt organization(s) under section 501(c)(3) of the Code as the Jesuits' Antillean Province shall determine, at its sole and absolute discretion; provided, however, that in the absence thereof, the Corporation's Assets shall be distributed, first, to the Jesuits' Antillean Province successor in existence according to Canon Law; in the absence thereof, to the General Curia of the Society of Jesus (Curia Generalizia della Compagnia de Gesu) headquartered presently in Borgo Sancto Spiritu, 5, Rome, Italy; and in the absence of the above, to the Government of the United States of America for the assistance of Cuban-Americans residing in the United States or Cubans residing in the Island of Cuba. If any such Assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the Corporation is located, shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of the Corporation is situated at 12725 SW 6 Street, Miami, FL 33184.

**ARTICLE XI  
REGISTERED AGENT**

The registered agent of the Corporation, Rev. Guillermo M. García-Tuñón, S.J., whose address is 12725 SW 6<sup>th</sup> Street, Miami, Fl. 33184, who, being familiar with its responsibilities as such under Florida Statutes, accepts the designation by executing these premises and agrees to perform its duties of a registered agent of the Corporation.

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TRANSITORY PROVISIONS

**RESOLVED**, to recognize the following persons as Members of the Corporation, to wit:

Rev. Guillermo M. Garcia-Tuñón, S.J.            12725 SW 6<sup>th</sup> Street, Miami, FL 33184  
President of Belen Jesuit Preparatory School,  
Inc.

Rev. Alberto Garcia, S.J.                            12725 SW 6<sup>th</sup> Street, Miami, FL 33184  
Superior of the Miami Section of the  
Antillean Province of the Society of Jesus

**RESOLVED**, to ratify as the Directors of the Corporation the following persons, to hold office until their successors are designated and take office:

Rev. Guillermo M. Garcia-Tuñón, S.J.

Rev. Alberto Garcia, S.J.

Rev. Pedro Suarez, S.J.

Rev. Pedro Gonzalez-Llorente, S.J.

Rev. Pedro Cartaya, S.J.

**RESOLVED**, to appoint the following persons as Officers of the Corporation, to hold office until their respective successors are designated and hold office:

President                            Rev. Alberto Garcia, S.J.

Vice President                    Rev. Guillermo M. Garcia-Tuñón, S.J.

Secretary                            Rev. Pedro Suarez, S.J.

Treasurer                            Rev. Pedro Gonzalez-Llorente, S.J.

Assistant Treasurer              Ramon R. Caeicedo, Jr.

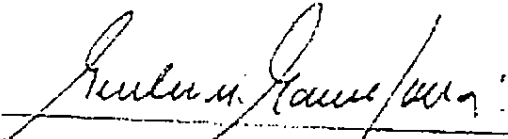




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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled Corporation, at the address 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.

  
\_\_\_\_\_  
Rev. Guillermo M. Garcia-Tuñón, S.J.  
Registered Agent

11/06/2020 13:07 305-443-6513