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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE SOUTHEAST REGIONAL OFFICE FOR HISPANIC MINISTRY,

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHEAST REGIONAL OFFICE FOR HISPANIC MINISTRY, INC.,
A Florida Not for Profit Corporation

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, the Southeast Regional Office for Hispanic Ministry, Inc., a Florida not for profit corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE I
NAME

The name of the Corporation shall be The Southeast Regional Office for Hispanic Ministry, Inc., with its principal place of business at 7700 S.W. 56 Street, Miami, FL 33155.

ARTICLE II
PURPOSE

The purposes for which the Corporation is organized are as follows:(a) The Southeast Regional Office for Hispanic Ministry, Inc. is an educational and service organization that assists the Catholic Bishops of nine (9) southeastern states in developing and training leaders in their own faith and culture for the pastoral care and integration of the Hispanic community into the life of the church and society.

(b) The purpose or purposes for which the Corporation is organized shall be to receive gifts, devices or bequests of money and property of every kind, maintain and administer a fund or funds and apply the income, and, except to the extent otherwise provided by any specific gift, device or bequest, the principal thereof, exclusively for religious, charitable, scientific, literary or educational purposes, either directly or by contributions to other corporations, associations, institutions or other entities or agencies organized and operated exclusively for any one or more of such purposes.

(c) The general purposes for which the Corporation is formed are to operate exclusively for such charitable purposes 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, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

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ARTICLE III
QUALIFICATION OF MEMBERS

The qualifications of Members and the manner of their admission shall be as follows: the Archbishops of the Archdiocese of Regions XIV and V that are Members of the Corporation as of the date hereof together with those additional (Arch)bishops of the (Arch)dioceses who are elected by a majority of the then current Members and that subscribe to these Bylaws, shall constitute the Members of the Corporation. Membership in this Corporation shall not be transferable or assignable except to the Member's successors in office.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
BOARD OF TRUSTEES AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Trustees, which shall be composed of the Members. The Officers of the Board of Trustees shall be a Chairman, Vice Chairman, Secretary and Treasurer and such other officers as provided in the Bylaws. Such Officers shall be elected or appointed at the annual meeting of the Board of Trustees or as provided in the Bylaws.

ARTICLE VI
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Trustees of the Corporation and may be altered or replaced by the Board of Trustees at any meeting thereof.

ARTICLE VII
AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended by the Board of Trustees at any meeting in accordance with the Bylaws.

ARTICLE VIII
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of any individual except that reasonable compensation may be paid for services rendered to or for the Corporation by persons other than public officers. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The

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Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IX DISSOLUTION

In the event of dissolution of the Corporation, no individual shall receive or be lawfully entitled to receive any of the Corporation's assets but the Board of Trustees shall, after paying or discharging all its obligations, including all costs and expenses of the dissolution, or making adequate provision for payment or discharge thereof, distribute the remainder of its assets, either in cash or in kind, exclusively for the purposes of the Corporation to such organization or organizations, selected by the Members, as are organized and operated exclusively for similar purposes and as are described in Section 501 (C) (3) of the Internal Revenue Code, subject to any approval or direction of the court having jurisdiction as may then be required by law.

ARTICLE X INTERNAL REVENUE CODE REFERENCES

All references in these articles to sections of the Internal Revenue Code shall be deemed to refer to those sections of the Internal Revenue Code of 1986 as the same are now in force, or to the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XI INITIAL REGISTERED OFFICE AND AGENT

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

SIGNATURES ARE INCLUDED ON FOLLOW PAGE.

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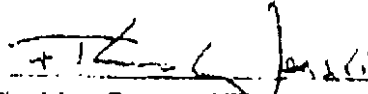
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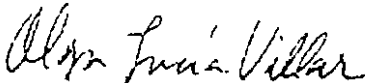
These Amended and Restated Articles of Incorporation were adopted by the Board of Trustees of the Corporation on November 22, 2022, to be effective as of November 22, 2022, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation of the Southeast Regional Office for Hispanic Ministry, Inc. on behalf of the Corporation this 3rd day of February, 2023.

Southeast Regional Office for Hispanic Ministry, Inc.

By: 
The Most Reverend Thomas G. Wenski
President

Attest.

By: 
Olga Lucia Villar
Secretary

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TALLAHASSEE, FL

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CERTIFICATION

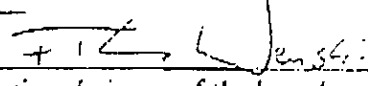
The date of each amendment(s) adoption: November 22, 2022

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 3, 2023

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

The Most Reverend Thomas G. Wenski
(Typed or printed name of person signing)

President
(Title of person signing)

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