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December 10, 1996

756604

Department of State  
State of Florida  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/18/96--01005--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attn: NonProfit Corporations Div.

Dear Clerk:

Enclosed are duly executed Amended And Restated Articles Of Incorporation in duplicate which please file.

Also enclosed is check in the amount of \$87.50 to cover the filing fee and one certified copy.

Sincerely yours

*Richard A. Lawrence, Jr.*  
RICHARD A. LAWRENCE, JR.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

*OK*  
*756604*  
*Amended Restated*  
*12-17-96*  
*CC copy*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**Chapel Of The Holy Family Assoc., Inc.**

WHEREAS, the Chapel Of The Holy Family Assoc., Inc. is a corporation not-for profit duly authorized and existing under the laws of the State of Florida; and

WHEREAS, it has become necessary and desirable to amend and restate its Articles Of Incorporation;

NOW THEREFORE, the Articles Of Incorporation of the Chapel Of The Holy Family Assoc., Inc. are hereby amended and restated as follows, said amendments to become effective immediately upon the filing of this document with the Department Of State, State Of Florida, to-wit:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation shall be Chapel Of The Holy Family Assoc., Inc.; the street address of its principal office is 3385 N. Wickham Road, Melbourne, Florida 32935; and the mailing address of the corporation is P.O. Box 361314, Melbourne, FL 329936-1314.

**ARTICLE II - TERM OF EXISTENCE AND PURPOSE**

This Corporation is intended to exist perpetually until and unless dissolved in the manner provided by law and is organized exclusively for religious purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

501(c)(3) of the Internal Revenue Code or corresponding section of any future U.S. federal tax code.

### ARTICLE III - DEFINITIONS

The following definitions shall apply to the following as used in these Articles Of incorporation, to-wit:

A. "The Roman Catholic Church" - The Roman Catholic Church which has its principal offices in the Vatican.

B. "Vatican Council II" - That certain meeting of The Roman Catholic Church known as Vatican Council II.

C. "Tridentine Latin Mass" - The Mass codified as a form of worship by Pope St. Pius V.

D. "Traditional" - Those teachings, traditions, dogmas, liturgies, and form of worship as established by The Roman Catholic Church in effect immediately prior to Vatican Council II.

E. "Traditional Roman Catholics" - Those persons who believe in and wish to practice the teachings, traditions, dogmas, liturgies, and manner of worship established by The Roman Catholic Church and in effect immediately prior to Vatican Council II and do not believe in such changes to the aforesaid as were made by Vatican Council II.

F. "Traditional Roman Catholic Churches" - Those churches who believe in and practice the teachings, traditions, dogmas, liturgies, and manner of worship established by The Roman Catholic Church and in effect immediately prior to Vatican Council II and do not believe in such

changes to the aforesaid as were made by Vatican Council II.

F. "Priest" - A person who is a Traditional Roman Catholic, has been ordained as a priest under the rites of The Roman Catholic Church prior to Vatican Council II, and believes in administering the Mass and performing the other duties of a priest in a traditional manner.

G. "Church" - The religious body which meets to worship in the facilities provided by the Corporation.

H. "Corporation" - The Chapel of the Holy Family Assoc., Inc.

I. "Active Members" - The Active Members of the Corporation shall be the voting members of the Corporation.

J. "Worshiping Members" - The Worshiping Members of the Corporation shall be non voting members of the Corporation who attend the religious services provided by the Corporation.

K. "Annual Meeting Of The Membership" - A meeting of the Active Members of the Corporation for the purpose of electing members of the Board Of Directors and other business to be held once each year.

L. "Annual Meeting Of The Board Of Directors" - A meeting of the members of the Board Of Directors for the purpose of electing the officers of the Corporation and other business to be held once each year subsequent to the Annual Meeting Of The Membership.

#### **ARTICLE IV - NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation in furtherance of the Corporation's purpose shall be:

A. To foster and perpetuate the traditional Roman Catholic Religion as an independent church in conformity with the teachings, traditions, dogmas, liturgies, and manner of worship as established by The Roman Catholic Church and in effect immediately prior to Vatican Council II and to establish one or more church buildings or chapels for the purpose of offering the Holy Tridentine Latin Mass by a priest in the traditional manner.

B. To own and hold property for the purpose of one or more congregations conducting services of religious worship in the manner set forth in paragraph A. hereof..

C. To acquire and otherwise arrange for and maintain one or more church buildings, chapels, and/or meeting rooms.

D. To make such gifts for educational, religious, scientific or other charitable purposes as may be authorized by the Board Of Directors, provided that any such gift or gifts shall be in keeping with the corporate purpose.

E. To publish or otherwise acquire, own, hold, sell, assign, transfer, mortgage, pledge and otherwise deal in any type of property, either real or personal, including shares of stock, securities and bonds of other corporations or governments, for any purpose whatsoever relating to the objectives of this Corporation and to borrow money and contract to repay the same and to issue as security therefor notes, mortgages, and other evidences of indebtedness as security.

F. To Solicit and accept gifts of money and property in order to carry out the corporate purposes.

G. Power to do all things incidental or necessary to carry out the above-mentioned

objects and purposes, including power to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in , trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, and to do all things as set forth herein as fully and to the same extent as natural persons might or could do and not otherwise prohibited by some provision of these articles or by the laws of the State Of Florida; subject to the following limitations, to-wit:

1. 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 that 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 set forth in Article II hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future U.S. tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. tax code).

2. Upon the dissolution of the Corporation, the Board of Directors, shall, after



paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation as follows:

All of the assets shall be distributed to one or more corporation(s) whom the directors determine are Traditional Roman Catholic Churches, provided however, that any such distribution or distributions shall be for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future U.S. federal tax code.

#### **ARTICLE V - MEMBERSHIP**

There shall be two classes of members: Active Members and Worshiping Members:

A. The Active Members of this Corporation shall consist solely of those persons whom are designated as Active Members in these Articles of Incorporation together with those persons whom are qualified for membership in the Church by being Traditional Roman Catholics, ask for membership in the Church, and are approved as qualified for membership as Active Members in the sole discretion of and by the unanimous vote of the Directors of the Corporation present at any regular or special meeting of the Board Of Directors of the Corporation. Active Members of this Corporation shall have the right to vote concerning any and all the affairs of the Corporation which by statute or by-law are appropriate to the vote of the membership.

B. The Worshiping Members of this Corporation shall consist of all those persons whom are qualified for membership in the Church by being Traditional Roman Catholics and ask for membership in the Church for the purpose of attending the worship services provided by the Corporation. Worshiping Members shall have no right to vote concerning any of the affairs of

the Corporation nor shall Worshiping Members have the right to inspect the corporate records, books, or financial records of the corporation except to such extent as the same may be mandated by the laws of Florida.

The manner of expulsion or suspension of individual members shall be as follows:

1. If any member requests his/her name be removed as a member of the Corporation or of the Church, then such member's membership in the Corporation shall immediately cease.

2. Of Worshiping Members by a majority vote of the Board Of Directors at any special meeting of such body called for such purpose or at a regularly called meeting, provided however, that reasonable notice of such action shall always be given to such member and as set forth in the Bylaws.

3. Of Active Members by a majority vote of the Active Membership at any special meeting of such body called for such purpose or at a regularly called meeting, provided however, that reasonable notice of such action shall always be given to such member and as set forth in the Bylaws.

4. Members shall remain members of the Corporation unless and until they resign, their membership is suspended, or they are expelled (as set forth hereinabove).

B. Membership in the Corporation shall be nontransferable and no member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferrable or inheritable, or which shall continue if his/her membership ceases, or while he/she is not in good standing;



provided however, that before any member's membership ceases against such member's consent that any such member be given an opportunity to be heard by the body deciding on such suspension and/or expulsion, unless such member is absent at the time from the county where the Corporation is located or has notified the Corporation that he/she no longer wishes to be a member.

C. Unless otherwise set forth in these Articles or required by law or in the By-laws, it shall not be necessary for a majority of Active Members to be present in order to constitute a quorum at any properly called regular or special meeting of the Active Membership and those Active Members present at any such meeting shall constitute a quorum and the meeting may conduct and approve any and all business authorized to be conducted by the Active Membership in these Articles of Incorporation and the Bylaws.

D. Those matters concerning membership not specifically addressed herein shall be as set forth in the Corporate Bylaws; provided however, that if any such Bylaw shall conflict with these Articles Of Incorporation, these Articles shall govern.

E. The names and addresses of those persons who shall become the sole Active Members at the time of the approval of these Articles of Incorporation is as follows, to-wit: **Eugene R. Rocque**, 220 Lee Avenue, Satellite Beach, FL; **Barbara McMullen**, 2752 Choctaw Drive, Melbourne, FL; **Joseph C. Sutly**, 520 Rivera W., Indialantic, FL; **Donald J. Defillips**, 503 Poinsettia Road, Melbourne Beach, FL; **Mary Joan Noel**, 997 Sycamore Drive, Rockledge, FL; and **Raymond F. Defillips**, 155 Richards Road, Melbourne Beach, FL.

## **ARTICLE VI - TERM OF EXISTENCE**

The Corporation shall exist perpetually until dissolved in the manner provided by the laws of the State of Florida.

## **ARTICLE VII - BOARD OF DIRECTORS**

The business of this Corporation shall be managed and its corporate powers exercised by a committee of not less than three nor more than ten members which body shall be termed the "Board Of Directors". Subject to these Articles of Incorporation, the number of members on the Board Of Directors may be set from time-to-time by the Corporate By-laws and the number of members on said board on the effective date of these Restated Articles Of Incorporation shall be six members, as follows, to-wit: **Eugene R. Rocque**, 220 Lee Avenue, Satellite Beach, FL; **Barbara McMullen**, 2752 Choctaw Drive, Melbourne, FL; **Joseph C. Sutly**, 520 Rivera W., Indialantic, FL; **Donald J. Defillips**, 503 Poinsettia Road, Melbourne Beach, FL; **Mary Joan Noel**, 997 Sycamore Drive, Rockledge, FL; and **Raymond F. Defillips**, 155 Richards Road, Melbourne Beach, FL.

A. The manner of nomination and election of members of the Board Of Directors of the Corporation to fill an unexpired term of office shall be as follows:

Any member of the Church whom is qualified for membership on the Board Of Directors may be nominated by an Active Member of the Church to serve for the purpose of replacing any existing member of the board whose membership on the board will expire on the date of the Annual Meeting Of The Active Members or of any special meeting called for the purpose of

electing directors. Said nominations shall be submitted to the Board Of directors in writing not less than thirty days prior to the date of a meeting of said board to be held for such purpose prior to the Annual Meeting Of The Membership (Active Members). The members of the board shall at such meeting discuss and vote on those persons nominated for membership on the board and those members nominated whom are qualified to serve on the board and who receive the affirmative vote of a majority of the members of the board present at such meeting shall be submitted to the Active Membership for a vote to fill a seat on the board at the Annual Meeting Of The Membership (Active Members). A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the Active Members.

B. The Qualifications For Membership on the Board Of Directors of the Corporation shall be as follows:

1. Such person shall be a member of the Chapel Of the Holy Family Assoc., Inc.
2. Such person may be male or female, but shall be sui juris, over 18 years of age, and be a Traditional Roman Catholic.
3. Such person shall practice the traditional Roman Catholic faith exclusively.
4. Such person shall have been a member of the Chapel Of the Holy Family Assoc., Inc. for not less than five years prior to his/her nomination.

C. The term of office of members of The Board Of Directors shall not exceed five years with the length of said terms of office to be as more specifically set forth in the Bylaws. Such terms may be staggered so that only a portion of the board is elected each year; however the term of office of any member of the board shall end upon the resignation of such member from the board or immediately if such member is removed by a majority vote of all of the Active Members of the Corporation which shall be at a Special Meeting called for such purpose.

D. Those matters concerning the election and removal of members of the Board Of Directors not specifically addressed herein shall be as set forth in the Corporate Bylaws; provided however, that any such Bylaw shall not conflict with these Articles Of Incorporation.

#### **ARTICLE VIII - OFFICERS**

The officers of the Corporation shall be elected annually from among the members of the Board Of Directors by a majority vote of the directors present at the Annual Meeting Of The Board Of Directors and as may be more specifically set forth in the By-laws. The officers of the Corporation shall be as follows: President, Vice President, Secretary, and Treasurer. Other officers may be created as needed and as set forth in the Corporate By-Laws. Those matters concerning the duties, election, term of office and removal of the officers of the Corporation not specifically addressed herein shall be as set forth in the Corporate Bylaws, provided however, that in the event of a conflict with these Articles Of Incorporation, these Articles shall govern.

#### **ARTICLE IX - AMENDMENTS**

The procedure for amending and/or restating the Articles Of Incorporation and the

Corporate Bylaws shall be as follows:

The Board of Directors shall have the sole and exclusive authority to amend and/or restate the Articles of Incorporation and the corporate Bylaws.

The procedure for amending and/or restating the Articles of Incorporation and the corporate Bylaws shall be as follows, to-wit:

(1) The proposed amendment or amendments and/or restatement of the Articles of Incorporation and/or the corporate Bylaws shall be submitted in writing by the Secretary of the corporation to all members of the Board of Directors not less than 30 days prior to any meeting to be held to consider such amendment, and/or restatement's adoption.

(2) Provided that the Secretary certifies that he has provided a copy of the amendment or amendments and/or restatement to be voted on to each member of the Board of Directors as set forth in paragraph (1) hereof, such amendment, amendments, and/or restatement of the Articles of Incorporation and/or the corporate Bylaws may be voted on at any regular meeting of the Board of Directors, at the annual meeting of the Board of Directors held for the election of officers, or at a special meeting called for such purpose.

(3) All amendments to the Articles of Incorporation or to the corporate Bylaws and any restatements thereof shall be approved by an affirmative vote of not less than two-thirds of the members of the entire Board of Directors.

(4) Notwithstanding anything which might appear heretofore in this Article to the contrary, any amendment, amendments, and/or restatement of the Articles of Incorporation and/or

the corporate Bylaws may be approved without notice, certification by the Secretary, and waiting period at any regular or special meeting of the Board of Directors by a unanimous vote of not less than the entire Board of Directors.

#### **ARTICLE X - REPEAL OF OLD ARTICLES**

The former Articles Of Incorporation previously adopted by this Corporation are hereby repealed in their entirety.

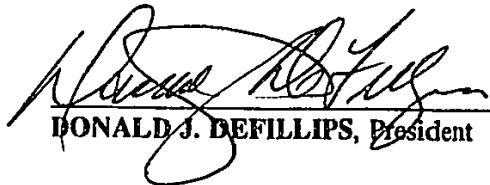
#### **ARTICLE XI - MISCELLANEOUS**

That this Corporation is not subordinate to or subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation or other church, corporation, society, organization, or association.



The foregoing Restated Articles Of Incorporation amending the original Articles Of Incorporation was approved by the unanimous vote of the entire membership of the Board Of Directors at a special meeting of said board held on December 8, 1996, and subsequently submitted to and approved by the unanimous vote of the members present at a general meeting of the membership held on December 8, 1996, as prescribed by the Articles Of Incorporation, that all the members of the corporation were present at the aforesaid meeting and the number of votes cast was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has affixed his hand and the Corporate Seal this 10th day of December, 1996.

  
DONALD J. DEFILLIPS, President

(CORPORATE SEAL)