

F51490

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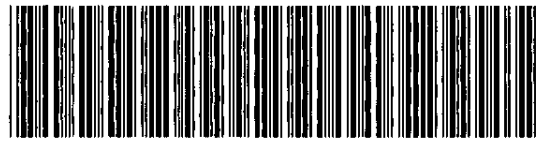
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**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Diocesan Publications, Inc.

**DOCUMENT NUMBER:** F51490

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

Please return all correspondence concerning this matter to the following:

Jennifer L. Remondino  
(Name of Contact Person)

Warner Norcross & Judd LLP  
(Firm/ Company)

85 East Eighth Street, Suite 310  
(Address)

Holland, Michigan 49423  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jennifer L. Remondino at (616) 396-3243  
(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

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

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**DIOCESAN PUBLICATIONS, INC.**

F51490

Document Number of Corporation

Pursuant to the provisions of Section 607.1007, Florida Statutes, this *Florida Profit Corporation*, adopts the following amendments and restates its Articles of Incorporation:

1. The present name of the corporation is Diocesan Publications, Inc.
2. The corporation has had no former names.
3. The date of filing the original Articles of Incorporation was October 20, 1988.

The following Restated Articles of Incorporation supersede the original Articles of Incorporation and shall be the Articles of Incorporation of the corporation:

**ARTICLE I**

The name of the corporation is Diocesan Publications, Inc.

**ARTICLE II**

The purpose of the corporation is to engage in the publication of religious materials and one or more lawful acts or activities within the purposes for which a corporation may be formed under the Florida Business Corporation Act.

**ARTICLE III**

The total authorized capital stock of this corporation is shares divided into two classes, as follows:

- (a) 10,000 shares of voting Class A Common Stock with a par value of \$1.00 per share; and
- (b) 40,000 shares of nonvoting Class B Common Stock with a par value of \$1.00 per share.

The Class A Common Stock shall have full voting power. Each holder of Class A Common Stock shall be entitled to one vote for each share of stock standing in the holder's name on the books of the corporation for election of directors and all other purposes. All shares of Class A Common Stock shall be of one class.

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Except as otherwise expressly required by law, the Class B Common Stock shall have no voting power and the holders of shares of the Class B Common Stock shall not be entitled to notice of meetings of the shareholders. All shares of Class B Common Stock shall be of one class.

Except as otherwise expressly stated above, the Class A Common Stock and Class B Common Stock shall have equal rights in all respects, including the right to share ratably in all remaining assets of this corporation upon any liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary.

The implementation of the division of shares as described above shall occur automatically without the surrender of stock certificates or other action.

#### **ARTICLE IV**

The street address (which is the mailing address) of the principal place of business and the registered office of the corporation is 500 S Lake Destiny Dr., Orlando, Florida 32810-6249.

The name of the resident agent at the registered office is Robert A. Zielke Sr.

#### **ARTICLE V**

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

#### **ARTICLE VI**

Any action required or permitted by the Florida Business Corporation Act, these Articles, or the bylaws of the corporation to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of Class A Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Class A Common Stock shareholders were present and voted. In order to be effective the

action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Class A Common Stock shareholders having the requisite number of votes and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of Class A Common Stock shareholders required to take action are delivered to the corporation by delivery as set forth in this section. Within 10 days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action and, if the action be such for which dissenters' rights are provided under Florida Business Corporation Act, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of this act regarding the rights of dissenting shareholders.

An electronic transmission consenting to an action transmitted by a Class A Common Stock shareholder or proxy holder, or by a person authorized to act for such shareholder or proxy holder, shall be considered written, signed, and dated if the electronic transmission is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted by the shareholder or proxy holder, or by the person authorized to act for the shareholder or proxy holder, and (b) the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed. A consent given by electronic transmission is not delivered until it is received by the Secretary or any other designated officer of the corporation and reproduced in paper form by the corporation.

## ARTICLE VII

Any action required or permitted by the Florida Business Corporation Act, these Articles, or the bylaws of the corporation to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken and signed by each director. The action taken under this Article shall be effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Article has the effect of a meeting vote and may be described as such in any document.

## ARTICLE VIII

The corporation shall indemnify any director, or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed

action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Florida Business Corporation Act. A change in the Florida Business Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

#### ARTICLE IX

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director except as set forth in the Florida Business Corporation Act.

If the Florida Business Corporation Act is amended to further eliminate or limit the liability of a director, then a director of the corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as so amended, not be liable to the corporation or its shareholders. No amendment to or modification or repeal of this Article shall increase the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification, or repeal.

#### ARTICLE X

Any amendment or repeal of any provision contained in these Articles or the addition of additional provisions may only be made by the unanimous consent of the Class A Common Stock shareholders.

#### ARTICLE XI

The shareholders and the directors unanimously agreed to and adopted this Amendment and Restatement of the Articles of Incorporation by a consent resolution dated November 17, 2008. Accordingly, the number of votes cast in favor of the Amendment and Restatement were sufficient for approval.

Dated November 17, 2008

By

  
\_\_\_\_\_  
(Signature of a director, president or other officer)

Robert A. Zielke II  
Vice President

\_\_\_\_\_  
(Type or print name)