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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION : *Patricia Pignato*

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ORDER DATE : October 11, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 859737-040

CUSTOMER NO: 81624A

CUSTOMER: J. Patrick Fitzgerald, Esq
J. Patrick Fitzgerald, Pa

700003421867--0

Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ARCHBISHOP COLEMAN F. CARROLL
HIGH SCHOOL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT.

EXAMINER'S INITIALS:

PH 10/11/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 OCT 11 PM 12:15

RECEIVED

**ARTICLES OF INCORPORATION
OF ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC.,
a Florida not-for-profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is as follows: ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC., a Florida not for profit corporation.

**ARTICLE 2
ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 10300 S.W. 167th Avenue, Miami, Florida 33196.

**ARTICLE 3
TERM AND COMMENCEMENT OF EXISTENCE**

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

**ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The name of its initial registered agent at that address is: J. Patrick Fitzgerald, Esquire.

**ARTICLE 5
MEMBER**

The sole Member of this Corporation shall be The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, and his successors in office (hereinafter "Archbishop").

**ARTICLE 6
SUBSCRIBERS**

The name and residence of the subscriber to these Articles of Incorporation is:

The Most Reverend John C. Favalora
Archbishop of the Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, Florida 33138

ARTICLE 7
RESERVATION OF POWERS TO MEMBER

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- (a) The operating philosophy of the Corporation shall be approved by the Member;
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- (c) The Corporation may not be merged or dissolved without the express written approval of the Member; and
- (d) Any additional rights as provided for in the Bylaws.

ARTICLE 8
PURPOSES

A. The specific and primary purpose for which this Corporation is formed is to operate a Secondary (High School) Catholic Learning Institution for the instruction of students in religion, math, the arts, science, literature, languages, technology and all branches of a thorough education, with authority to grant diplomas and degrees.

B. The general purposes for which this corporation is formed are to establish, receive and maintain a fund or funds for the operational support of the Learning Institution; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the support of the Learning Institution.

C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same.

D. To the extent permitted by law, to do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE 9
LIMITATIONS ON ACTIVITIES

The Corporation shall be operated exclusively for religious and educational purposes as a not for profit corporation within the

meaning of Section 501(c)(3) of the Code. 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 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on 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 other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal revenue Law).

ARTICLE 10 TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code and which is other than a private foundation as defined in section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11 DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution; all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the sole Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of the assets will be distributed to the Member, or any officer or director of this Corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

**ARTICLE 12
BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have four directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three nor more than twenty. The sole Member of this Corporation shall appoint the Directors. The sole Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the Corporation are:

Reverend Monsignor Vincent T. Kelly
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Reverend Monsignor John J. Vaughan
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Reverend Monsignor William J. Hennessey, V.G.
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Reverend Monsignor Pablo Navarro
10300 S.W. 167th Avenue
Miami, FL 33196

**ARTICLE 13
OFFICERS**

A. The officers of the Corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. A person may hold more than one office at one time.

B. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Reverend Msgr. Pablo Navarro	President
Dr. Richard J. Fenchak	Vice-President
Reverend Msgr. John J. Vaughan	Treasurer
Reverend Msgr. Vincent T. Kelly	Secretary

C. The officers shall be appointed at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE 14
BYLAWS**

The sole Member of this corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the sole Member of this corporation at any regular meeting or special meeting called for that purpose.

**ARTICLE 15
AMENDMENT**

These Articles of Incorporation may be amended by the sole Member of this corporation at any regular or special meeting called by the sole Member for that purpose.

**ARTICLE 16
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic church, and the provisions of the Articles of Incorporation and bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of October, 2000.

John C. Favalora
The Most Reverend John C. Favalora
as Archbishop of the Archdiocese
of Miami, his successors in office,
a corporation sole

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2nd day of October, 2000, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami. (Check One) He is personally known to me or He has produced _____ as identification.

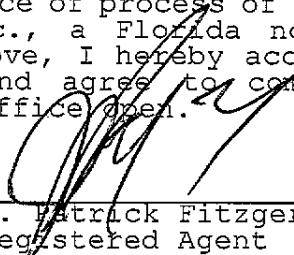
Ethel Marinelli
NOTARY PUBLIC - STATE OF FLORIDA
At Large
Print, type or stamp Notary name:

My Commission Expires: June 5, 2001



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the Archbishop Coleman F. Carroll High School, Inc., a Florida not for profit corporation, at the office 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.



J. Patrick Fitzgerald, Esq.
Registered Agent

THC/JMF/JPF/mim/eg/THC1/ADM-HS-CORP-CARROLL.ART

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