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ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC.

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May 3, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC.  
10300 SW 167TH AVE  
MIAMI, FL 33196

SUBJECT: ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC.  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ARCHBISHOP COLEMAN F. CARROLL HIGH SCHOOL, INC.**

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, Archbishop F. Coleman Carroll High School, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I**

**Name and Principal Place of Business**

The name of the Corporation is Archbishop Coleman F. Carroll High School, Inc. The principal place of business of the Corporation shall be located at 10300 SW 167th Avenue, Miami, FL 331966. The Corporation may also have offices at such other places within the State of Florida as the business of the Corporation may require or the Board of Trustees of the Corporation may authorize.

**ARTICLE II**

**Period of Existence**

The Corporation shall have a perpetual existence.

**ARTICLE III**

**Definitions**

For the purposes of these Articles, the following defined terms shall have the following meanings:

"Articles of Incorporation" means the Articles of Incorporation of the Corporation, as amended or restated from time to time.

"Board" or "Board of Trustees" means the Board of Trustees of the Corporation, and the term "Trustee" means an individual member of the Board.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean Archbishop Coleman F. Carroll High School, Inc., a Florida not for profit corporation.

"Governance Documents" means the Articles of Incorporation and Bylaws or equivalent organizational documents of a corporation or other entity.

"Member" shall refer to The Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami, and his successors in office, who serves as the Member of the Corporation.

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"Significant Finance Matters" shall refer to transaction that will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset, where the amount of such transaction exceeds \$100,000.

"Sponsoring Organization" shall refer to the Archdiocese of Miami

#### ARTICLE IV

##### Purposes

This Corporation is organized and shall be: i) operated exclusively for religious and educational purposes, ii) subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and iii) operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church and the policies and rules of the Roman Catholic Archdiocese of Miami ("Archdiocese"). Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated as a secondary school, Archbishop Coleman F. Carroll High School (the "School"), for the instruction of students in religion, math, the arts, science, literature, languages, technology and such other subjects as may be necessary or appropriate to provide a comprehensive education, as determined by the Member, as hereinafter defined, and/or the Trustees of the Corporation from time to time. To the extent permitted by law, 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.

- (a) To promote, support and further any and all charitable, scientific, religious and educational activities and purposes within the meaning of Section 501(c)(3) of the Code;
- (b) To coordinate and allocate the assets, liabilities and resources of the Corporation;
- (c) To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- (d) To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or any predecessor or constituent corporations, by any person, persons or organizations;
- (e) To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation, the Code of Governance of the Board of Directors and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any

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provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended:

- (f) The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law;
- (g) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity 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(c)(2) of the Code; and
- (h) The Corporation is organized and, in carrying out the purposes referenced above, the Corporation at all times shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Corporation and any affiliated entity, which is both (a) closely related to the Corporation, in purpose or function through common Membership, and (b) classified as a publicly supported organization as described in Section 509(a)(1) or 509(a)(2) of the Code.

#### **ARTICLE V**

##### **Denomination**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church. Under Canon Law, the Sponsoring Organization shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to the Sponsoring Organization. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of the Sponsoring Organization shall occur without prior approval of the Sponsoring Organization.

#### **ARTICLE VI**

##### **Membership**

The Member of the Corporation shall be The Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami, and his successors in office. The Member shall be entitled to all rights and powers of members under Florida law, these Articles of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member, as required, shall have exercised his reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Members:

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- (a) Adopt, amend, modify or restate the Articles of Incorporation and Bylaws of the Corporation, in whole or in part, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;
- (b) Appoint and remove Trustees of the Corporation, with or without cause, or if any such action is recommended by the Board of Trustees of the Corporation, approve such action as recommended;
- (c) Appoint and remove the President of the Corporation, as recommended by the Board of Trustees of the Corporation;
- (d) Approve the official interpretation of the philosophy and mission of the Corporation;
- (e) Approve Significant Finance Matters impacting the Corporation;
- (f) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation;
- (g) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation; and
- (h) Approve any formation or dissolution of subsidiaries, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation;

**ARTICLE VII**  
**Dissolution**

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Archdiocese of Miami, or its canonical successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed by the Member to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the

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Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

**ARTICLE VIII**  
**Board of Trustees**

Subject to the reserved rights of the Member set forth in these Articles and the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees, which may exercise all such lawful acts as are not by law, these Articles or the Bylaws of the Corporation directed or required to be exercised or done by the Member. Trustees shall be appointed or elected as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles, provisions for membership, qualification, manner of election or appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

**ARTICLE IX**  
**Registered Agent and Registered Office**

The name and address of the registered agent is J. Patrick Fitzgerald, and the registered office of the Corporation is:

110 Merrick Way  
Suite 3B  
Coral Gables, FL 33134

**ARTICLE X**  
**Amendments to Articles of Incorporation**

These Articles of Incorporation may be amended as provided in the Corporation's Bylaws.

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation on April 14, 2023, to be effective as of May 5, 2023, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be duly executed this 14th day of April, 2023.

Archbishop Coleman F. Carroll High School, Inc.,  
a Florida not for profit corporation.

By: Thomas G. Wenski  
The Most Rev. Thomas G. Wenski

Attest:  
By: Jim Rigg, PhD, Secretary

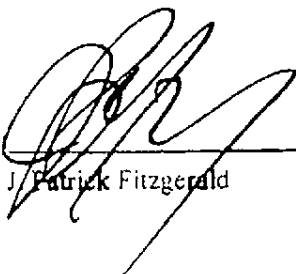
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of, Archbishop Coleman F. Carroll High School, Inc. (the "Corporation"), at the place designated in Article IX of the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of his duties.

Dated this 14th day of April, 2023.

By   
J. Patrick Fitzgerald

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CERTIFICATION

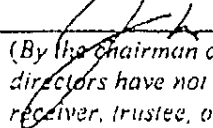
The date of each amendment(s) adoption: April 14, 2023

Effective date if applicable: May 5, 2023  
(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 April 14, 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)

Jim Rigg, Ph.D.  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

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