



NO1000002752

ACCOUNT NO. : 072100000032
REFERENCE : 678925 81624A
AUTHORIZATION : *Patricia Project*
COST LIMIT : \$ 35.00

FILED
02 JUL 25 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 25, 2002

ORDER TIME : 1:55 PM

ORDER NO. : 678925-005

CUSTOMER NO: 81624A

CUSTOMER: Thomas Courtney, Esq
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

RECEIVED
02 JUL 25 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: DOVE REAL ESTATE, INC.

EFFECTIVE DATE:

700006666217--5

XX__ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX__ PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER'S INITIALS: _____

C. Coulllette JUL 31 2002



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 25, 2002

CSC
ATTN: GINGER
TALLAHASSEE, FL

SUBJECT: DOVE REAL ESTATE, INC.
Ref. Number: N01000002752

We have received your document for DOVE REAL ESTATE, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00045310

RECEIVED
02 JUL 31 PM 12:56
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DOVE REAL ESTATE, INC.
(A Florida Not For Profit Corporation)**

FILED
02 JUL 25 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a not-for-profit corporation pursuant to the authority of Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Amended and Restricted Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be Dove Real Estate, Inc. The principal office and mailing address is: 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

ARTICLE II - PURPOSE

(1) The general purpose of the Corporation shall be 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 1954 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.

(2) The specific purpose of the Corporation shall be to buy, own, sell, mortgage, and/or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon as necessary or incident to general purposes. As a part of its mission, the Corporation shall make available by lease or otherwise, its properties to other 501(c)(3) organizations.

(3) This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; it shall not participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(4) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE III - QUALIFICATIONS FOR MEMBERS AND THE MANNER OF THEIR ADMISSIONS

Membership in the corporation shall, at all times, be limited to individuals who subscribe to the purposes of this corporation as contained herein and are approved by the Archbishop of the Archdiocese of Miami, or his successor in office. In the event he or his successor in office withdraw said approval, then such withdraw of approval shall be construed as resignation as a Member and Director of this corporation.

ARTICLE IV - RESERVATION OF POWERS

The Corporation is an apostolate of the Roman Catholic Church and as such the Canon law requires that certain powers be reserved to the Archbishop. Therefore, the following powers are specifically reserved to the Archbishop:

- (1) The operating philosophy of the Corporation shall be approved by the Archbishop; and
- (2) The Corporation may not be merged or dissolved without the express written approval of the Archbishop.

ARTICLE V - DURATION

The Corporation is to exist perpetually.

ARTICLE VI - POWERS

The Corporation shall have the power to purchase, own, hold, rent, and lease real and personal property, of every kind and nature; the receipt by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter such Bylaws, from time to time, hereafter adopted; to carry on fund raising campaigns to solicit funds for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding

anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant by law shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific, or educational purposes.

ARTICLE VII - LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, 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 Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) on the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII - ADDRESS OF REGISTERED OFFICE **NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

The initial registered agent of the Corporation is J. Patrick Fitzgerald.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

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

ARTICLE X - BOARD OF DIRECTORS

The number of Directors of the corporation shall be no less than four (4) nor more than fifteen (15) and shall be elected by the Members of the corporation from the membership. Only Members of the corporation may sit as a Director. The Directors shall serve without compensation.

(1) The Board of Directors shall hold meetings at such time and place as described in the Bylaws.

(2) All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

The Members and Directors are set forth below:

Robert Brown	2210 SW 89 Place, Miami, FL 33165
James Detrick	4940 NW 58 Avenue, Coral Springs, FL 33067
Joe Reiff	411 South 21 st Avenue Hollywood, FL 333020
Ben Lopez	4105 Ponce de Leon Blvd, Coral Gables, FL 33134

ARTICLE XI - OFFICERS

The Officers of this corporation as provided by the Bylaws of the corporation, shall be elected by the Directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular Officers of the corporation at the annual meeting.

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers. A person may hold more than one office at one time. Such Officers shall be approved by the Members. The Members may remove any or all officers with or without cause, at any time.

The Officers of the Corporation shall be the following:

President	Robert Brown
Vice President/Treasurer	James Detrick
Secretary	Ben Lopez
Assistant Secretary	Joe Reiff

ARTICLE XII - BYLAWS

The Members shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Members in any manner permitted by the Bylaws.

ARTICLE XIII - CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, all applicable directives and teachings of the Roman Catholic Church, and the provisions of these Articles of Incorporation and the Bylaws of this Corporation.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, within their sole discretion, to the Archdiocese of Miami, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XV - AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only upon the direction of the Members.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF DOVE REAL ESTATE, INC.
(A Florida Not for Profit Corporation)**

DOVE REAL ESTATE, INC., a Florida not-for-profit corporation (the "Corporation"), having its principal office at 9401 Biscayne Boulevard, Miami Shores, Florida 33138, and originally incorporated under the aforesaid name on April 13, 2001, hereby certifies to the Department of State that:

FIRST: The following Amended and Restated Articles of Incorporation were duly adopted by the Members at a meeting duly called on June 30, 2002, at which a majority were present and unanimously adopted these Amended and Restated Articles of Incorporation and unanimously approved; which is the only requirement to amend and restate these Articles of Incorporation, pursuant to the authority and provisions of the Florida Statutes and existing Articles of Incorporation of Dove Real Estate, Inc., further, these Amended and Restated Articles of Incorporation shall be effective as of the date of adoption.

BE IT RESOLVED that the Articles of Incorporation of the Corporation are hereby amended and restated by striking in their entirety Articles One through FIFTEEN, inclusive and by substituting the following in lieu thereof:

IN WITNESS WHEREOF, I, the President, have hereunto set my hand and seal this
30th day of June, 2002

Ronald Hassell
Ronald Hassell

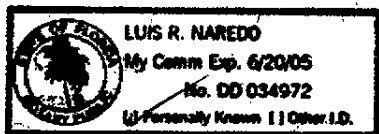
STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared Ronald Hassell, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 30th day of June, 2002.

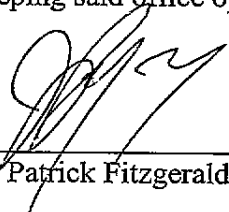
[Signature]
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-referenced styled 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

THC/ab/JPF-CORP-DOCS3-DISK3-DOVE-RESTATED-ARTICLES-FINAL-6-11-02