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Peggy Rowe-Linn, P.A.

**804 North Olive Avenue, Second Floor
West Palm Beach, Florida 33401**

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June 29, 2001

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*****78.75 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed is an original and a copy of the Articles of Incorporation of Madonna of the Poor Ministry, Inc. for filing. Also, enclosed is a check in the amount of \$78.75 for the filing fee.

Please return a certified copy of the Articles to the above-listed address. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Signed in Ms. Rowe-Linn's absence
to avoid delay in delivery.

Peggy Rowe-Linn
Peggy Rowe-Linn

PRL/cmg

Enclosures

cc: Father Salvatore Profeta (without enclosures)

FILED
01 JUL -2 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Christeen Gensbugel GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article IX
DATE 7-9
DOC. EXAM CB

G. BLALOCK JUL 9 2001

**ARTICLES OF INCORPORATION
OF
MADONNA OF THE POOR MINISTRY, INC.**

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01 JUL -2 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

**ARTICLE I
NAME**

The name of this Corporation shall be Madonna of the Poor Ministry, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended, and the objects and purposes to be exclusively transacted and carried on are:

1. To spread religious devotion to the Blessed Virgin Mary through her image as Madonna of the Poor seeking her intercession to her divine Son and to distribute likenesses of that image throughout the world and to help those in temporal and spiritual need. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, and contributions and to use, the income and principal thereof for exclusively religious purposes.

2. No part of the earnings of the Corporation shall inure to the benefit of any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal

Revenue Code of 1954, as amended), Trustee, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Trustee, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation §1.501(c)(3)-1(c)(3), as it now exists or may be hereinafter amended.

4. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are

deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

5. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such charitable, religious, scientific, testing for public safety, literary, or educational organizations which then qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Trustees may direct.

ARTICLE III **POWERS**

In order to accomplish the purposes and to attain the objectives for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Trustees, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

ARTICLE IV
NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not for profit corporation.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT:
PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office and its principal place of business in this State is 804 North Olive Avenue, Second Floor, West Palm Beach, Florida 33401 and the name of the Registered Agent of the Corporation is Peggy Rowe-Linn at that address. The Board of Trustees may from time to time move the Registered Office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VI
MEMBERS

The Members of this Corporation shall consist of the first Board of Trustees, and such other persons as qualify for membership in accordance with the By-Laws of the Corporation. The By-Laws of this Corporation may provide for classes of membership.

ARTICLE VII
TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

ARTICLE VIII
OFFICERS

The Corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Trustees from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the By-Laws.

The Officers, who are to serve until the first election or appointment of officers are:

<u>Name</u>	<u>Office</u>
Father Salvatore Profeta	President/Secretary

ARTICLE IX
DIRECTORS

The Board of Trustees of this Corporation shall not be less in number than three (3) persons, nor more than the number of persons stated in the By-Laws. In the event of a vacancy on the Board of Trustees by reason of a resignation, removal or increase in the number of persons on the Board of Trustees, the remaining Trustees by affirmative vote thereof (whether or not constituting a quorum) may fill such vacancy in the event that the vacancy does not reduce the number of the Board of Trustees to less than three (3) persons and shall fill such vacancy in the event that the vacancy reduces the number of the Board of Trustees to less than three (3) persons. Any Trustee may resign his office and such resignation shall be effective when submitted in writing to both the President and the Secretary of the Corporation. Any Trustee may be removed from office with or without

cause by an affirmative vote of the remaining Trustees, whether or not constituting a quorum, at a regular or special meeting of the Board of Trustees, provided that notice of such proposed action is set forth in the notice of the meeting which is sent to the Trustees. The ~~Directors~~ shall be elected as provided in the By-Laws.

The names and street addresses of the initial Board of Trustees is as follows:

<u>Name</u>	<u>Address</u>
Father Salvatore Profeta	500 Oak Shadow Way Wellington, FL 33414
Gregory Madonna	1330 Sugar Plum Drive Boca Raton, FL 33486
Robert Madonna	7080 Lockwood Road Lake Worth, FL 33461

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The Corporation hereby indemnifies any Officer or Trustee made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee or agent of any other

corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Trustee or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Trustee, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been

adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or Officer seeks indemnification were properly incurred and that such Trustee or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding. In the event that all of the Board of Trustees are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such

person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI **BY-LAWS**

The Board of Trustees shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the entire Board of Trustees in any manner permitted by the By-Laws provided such amendment, alteration or rescission is in accord with the purposes of the Corporation as set forth in these Articles.

ARTICLE XII **AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a majority vote of the entire Board of Trustees at any regular or special meeting where such proposed action has been

incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the Trustees of the Corporation. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Trustee, or Officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIII
INCORPORATOR

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Father Salvatore Profeta	500 Oak Shadow Way Wellington, FL 33414

IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand this 22nd day of June, 2001.


FATHER SALVATORE PROFETA

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FATHER SALVATORE PROFETA, known

to me and known by me to be the person who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 22 day of June, 2001.

Sheila B. Gargiulo
Notary Public, State of Florida at Large

[NOTARIAL SEAL]

My Commission Expires: October 21, 2004



Sheila B. Gargiulo
MY COMMISSION # CC964619 EXPIRES
October 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

MADONNA OF THE POOR MINISTRY, INC. desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 804 North Olive Avenue, Second Floor, West Palm Beach, Florida 33401, as its initial Registered Office and has named PEGGY ROWE-LINN located at said address, as its initial Registered Agent.

By: Father Salvatore Profeta
FATHER SALVATORE PROFETA
INCORPORATOR

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Peggy Rowe-Linn
PEGGY ROWE-LINN

FILED
01 JUL -2 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA