

No 10000007542



ACCOUNT NO. : 072100000032

REFERENCE : 997616 81624A

AUTHORIZATION :

COST LIMIT : \$

Patricia Pizit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 OCT 17 PM 3:34

ORDER DATE : October 17, 2001

ORDER TIME : 11:14 AM

ORDER NO. : 997616-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia
J. Patrick Fitzgerald, Pa

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

RECEIVED
01 OCT 17 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ~~BISHOPS INVESTMENTS~~
~~CORPORATION~~

EFFECTIVE DATE:

300004639943--9

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

2544
W001-24036

12
10/23/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

2001 OCT 17 PM 3:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 17, 2001

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BISHOPS' INVESTMENTS CORPORATION
Ref. Number: W01000024036

We have received your document for BISHOPS' INVESTMENTS CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 801A00057467

RECEIVED
01 OCT 23 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BISHOPS' INDEMNITY CORPORATION,
a Florida not for profit corporation**

2001 OCT 17 PM 3:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for religious under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

**ARTICLE I
NAME**

The name of the corporation shall be: Bishops' Indemnity Corporation, a Florida not for profit corporation, and its address is 9401 Biscayne Boulevard, Miami, Florida 33138.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist in perpetuity.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IV
PURPOSES**

The corporation is organized as a not for profit organization exclusively for religious purposes. The specific purposes of the corporation are:

A. To establish, receive and maintain a fund or funds for the religious, charitable, educational and operational support and benefit of the Archdiocese of Miami, the Diocese of St. Augustine, the Diocese of Orlando, the Diocese of Pensacola-Tallahassee, the Diocese of Palm Beach, and the Diocese of Venice, (hereinafter the "Supported (Arch)Dioceses"); to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to establish and administer restricted and/or 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 religious, charitable, educational and operational support and benefit of the Supported (Arch)Dioceses;

B. 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;

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V QUALIFICATION OF MEMBER

There shall initially be six (6) Members of the corporation. The initial Members of this corporation shall be the (Arch)Bishops of the Archdiocese of Miami, the Diocese of St. Augustine, the Diocese of Orlando, the Diocese of Pensacola-Tallahassee, the Diocese of Palm Beach, and the Diocese of Venice. Additional Members may be admitted by the initial Members and in accordance with the Bylaws.

Whenever there is a vacancy in the Office of an (Arch)Bishop, the Administrator of said (Arch)Diocese shall have all rights and responsibilities of said Member, except as limited by Canon Law.

ARTICLE VI 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, FL 33138

**ARTICLE VII
OFFICERS**

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. 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>
Basil J. Zaloom	President
Joseph M. Catania	Vice-President
John Bauer	Treasurer
Dan Durkin	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE VIII
BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have six (6) 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 (3). Each Member of this corporation shall appoint one Director. Each Member may remove their appointed Director 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:

Basil J. Zaloom
Joseph M. Catania
John Bauer
Dan Durkin

**ARTICLE IX
BYLAWS**

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

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

**ARTICLE X
AMENDMENTS**

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

**ARTICLE XI
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 Supported (Arch)Dioceses, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

**ARTICLE XII
LIMITATIONS ON ACTIVITIES**

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 or 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).

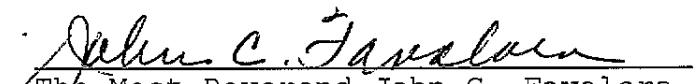
**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Members which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue code and none of assets will be distributed to any member, 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. Each Member shall make such determination with respect to its share of the remaining assets based proportionally on the contributions made to the corporation by the Members.

**ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation at the address is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 11 day of October, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

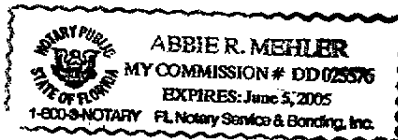

The Most Reverend John C. Favalora,
as Archbishop of the Archdiocese of
Miami

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

The foregoing instrument was acknowledged before me this 11th
day of October, 2001, 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.

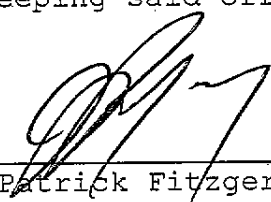
Abbie R. Mehl
NOTARY PUBLIC - STATE OF FLORIDA
Print, type or stamp Notary name:

My Commission Expires:
June 5, 2005



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-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, Esquire
Registered Agent

JPF/eg/mim/JPF195/CORPDOC3/ECCLESIASTICAL-BISHOPS-INVEST-CORP.AOI
FINAL:10/4/01

2001 OCT 17 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA