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Patricia Pignatelli

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2001 DEC 18 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 17, 2001

ORDER TIME : 10:46 AM

ORDER NO. : 388717-005

CUSTOMER NO: 81624A

CUSTOMER: Mr. Robert J. Diaz
J. Patrick Fitzgerald, Pa

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

400004730404--9

DOMESTIC FILING

NAME: CHARITABLE WORKS FOUNDATION OF
THE DIOCESE OF PALM BEACH, INC

EFFECTIVE DATE:

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: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
01 DEC 18 AM 11:42
DIVISION OF CORPORATION

12/18/01

**ARTICLES OF INCORPORATION OF
CHARITABLE WORKS FOUNDATION
OF THE DIOCESE OF PALM BEACH, INC.
(A Florida Not For Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, for the purpose of forming a not-for-profit corporation pursuant to the authority of Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be Charitable Works Foundation of the Diocese of Palm Beach, Inc. The principal office is: 9995 N. Military Trail, Palm Beach Gardens, Florida 33410 and the mailing address is: Post Office Box 109650, Palm Beach Gardens, Florida 33410-9650.

ARTICLE II - PURPOSE

(1) The general purpose of the Corporation shall be to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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 solicit funds and donations from time to time to further the religious and charitable purposes and for the benefit of the Diocese of Palm Beach; to that end, to acquire and receive by purchase, donation, 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.

(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**

The initial Member of the Corporation shall be The Most Reverend Anthony J. O'Connell, Bishop of the Diocese of Palm Beach, and his successors in office. The initial Member may appoint and remove additional Members with or without cause.

ARTICLE IV - RESERVATION OF POWERS TO MEMBER(S)

The following powers are specifically reserved to the Member(s):

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

ARTICLE V - DURATION

The Corporation is to exist perpetually.

ARTICLE VI - POWERS

The Corporation shall have the power 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 or charitable purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, 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 religious or charitable 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 mailing address of the incorporator is:

The Most Reverend Anthony J. O'Connell, D.D.
Bishop of the Diocese of Palm Beach
P.O. Box 109650
Palm Beach Gardens, FL 33410-9650

ARTICLE X - BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors as provided in the Bylaws. The exact number of Directors shall be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as he (they) may determine, in his (their) sole discretion.

(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 initial Directors are the following:

Monsignor John R. McMahon

Reverend Richard Murphy

Reverend James Murtagh

ARTICLE XI - OFFICERS

The Corporation shall have a President, a Vice 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 elected by the Board of Directors and approved by the Member(s). The Member(s) may remove any or all officers with or without cause, at any time.

The original officers of the Corporation shall be the following:

President	Monsignor John R. McMahon
Vice President	Reverend Richard Murphy
Secretary	Reverend James Murtagh
Treasurer	Reverend James Murtagh

ARTICLE XII - BYLAWS

The Member(s) shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) as 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 Member(s) 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 Catholic Charities of the Diocese of Palm Beach, Inc., 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 Member(s) 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 Member(s) at a meeting called by the Member(s) for that purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as incorporator, this
 11 day of December, 2001.

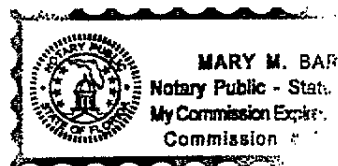
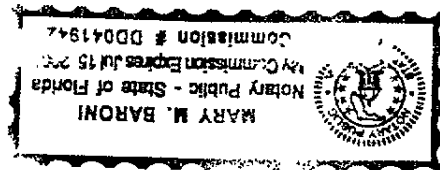

The Most Reverend Anthony J. O'Connell,
Bishop of the Diocese of Palm Beach

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared Anthony J. O'Connell, 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.

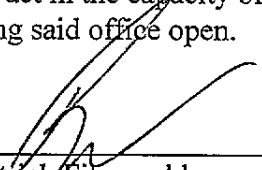
WITNESS my hand and official seal this 11th day of December, 2001.

Mary M. Barone
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:
Printed Name:



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

RJD/mpd/RJD119-dpb-chari-works-found-articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA