



# NO2000003762

THE LITTLE BROTHERS OF THE GOOD SHEPHERD

P.O. BOX 736

MOMENCE, IL 60954-0736

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June 26, 2002

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed are seven copies of the Amended and Restated Articles of Incorporation for

Brothers of the Good Shepherd of Haiti, Inc. I have enclosed a check for \$87.50, which includes the \$35.00 filing fee and \$8.75 for 6 certified copies to be returned to me.

If you need anything additional, please contact me.

Sincerely,

*Judy Brinkmann*  
Judy Brinkmann, Director of Finance  
LITTLE BROTHERS OF THE GOOD SHEPHERD

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 JUL -2 AM 9:19

Amended & Restated  
LFB

4-10-2003

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

2002 JUL -2 AM 9: 20

ARTICLE I  
NAME OF THE COPORATION

The name of the corporation is BROTHERS OF THE GOOD SHEPHERD OF HAITI, INC. Brothers Of The Good Shepherd Of Haiti, Inc., may also herein be referred to as the "Corporation."

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be:  
680 N.E. 52nd Street  
Miami, Florida 33137

ARTICLE III  
MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation shall be:  
680 N.E. 52nd Street  
Miami, Florida 33137

ARTICLE IV  
NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida.

ARTICLE V  
DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VI  
PURPOSE

The corporation is organized exclusively for charitable, religious, educational purposes including for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue code (or the other corresponding section of any future federal tax code). The corporation will provide resources for the continued operation of the orphanage and educational services to Haitian children both in the United States and in Haiti.

ARTICLE VII  
NO PRIVATE ENUREMENT

No part of the net earnings of the corporation shall inure the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes.

ARTICLE VIII  
NO POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be carrying on of 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, or in opposition, to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the other corresponding section of any future Federal Tax code) or (b) by an corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code (or the other corresponding section of any future Federal Tax code).

ARTICLE IX  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this 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 of the assets of the corporation to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or

corresponding sections of any prior or future Internal Revenue code, or to the Federal, State or local government for exclusive public purpose.

#### ARTICLE X MEMBERS

The Members of the corporation shall at all times be limited to those persons who are the Brother General and the members of the General Council of the Little Brothers Of The Good Shepherd. Membership in the Corporation may be transferred or assigned by affirmative act of the Members.

#### ARTICLE XI RESERVED POWERS

The following powers are specifically reserved to the Members of the corporation and any provision in these Articles or the Bylaws of the corporation that are in conflict shall be superseded:

- 1) The Members reserve to themselves the articulation and mediation of the operating philosophy and final approval of the mission statement that underlie the charitable ministry of Brothers Of The Good Shepherd Of Haiti, Inc. Included within these reserved policies shall be the final approval of all decisions regarding major policy changes and long-range plans.
- 2) The corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.
- 3) The Members shall give final approval to the appointment of all Directors.
- 4) No changes, alterations or amendments shall be made to either these Articles of Incorporation or the Bylaws without the final written approval of the Members.

#### ARTICLE XII DIRECTORS

The business and affairs of the corporation shall be operated under the supervision of a Board of Directors. There shall be between three (3) and fifteen (15) Directors of this corporation.

ARTICLE XIII  
ELECTION OF DIRECTORS

Directors are to be proposed by the Board of Directors. The Members of the corporation shall make final approval and election of Directors. However, nothing shall prevent the Members from electing Directors sua sponte.

ARTICLE XIV  
AMENDMENTS

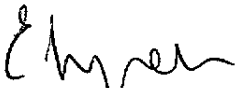
These Articles of Incorporation and the Bylaws of the corporation may be amended, altered, modified or revoked only by the Members of the corporation. However, nothing shall prevent the Board of Directors from making recommendations to the Members regarding changes to these Articles of Incorporation or to the Bylaws.

ARTICLE XV  
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 680 N.E. 52nd Street, Miami, Florida 33137, and the name of the registered agent of the corporation at that address is Michael Mieszala.

THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION WERE ADOPTED AT A MEETING OF THE MEMBERS HELD FOR THIS PURPOSE IN TORONTO, ONTARIO, CANADA ON THE 25th DAY OF MAY 2002.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS \_\_\_\_ DAY OF 25<sup>th</sup> DAY OF MAY 2002.



\_\_\_\_\_  
Edward Lynch  
Chairman of the Members of the Corporation


STATE OF ILLINOIS }

SS

COUNTY OF KANKAKEE }

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

WITNESS my hand and official sea, this 25<sup>th</sup> day of May 2002.

  
NOTARY PUBLIC

