

N02000005276



ACCOUNT NO. : 072100000032

REFERENCE : 658897 81624A

AUTHORIZATION :

Patricia Pizju

COST LIMIT : \$ 78.75

FILED
02 JUL 11 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 11, 2002

ORDER TIME : 10:03 AM

ORDER NO. : 658897-005

CUSTOMER NO: 81624A

900006326709--1

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

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

DOMESTIC FILING

NAME: BISHOP FERNANDO PREGO
FOUNDATION, 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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 JUL 11 AM 10:29
DIVISION OF CORPORATION

*w02 20034
8 Jan 7-12-02*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 11, 2002

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BISHOP FERNANDO PREGO FOUNDATION, INC.
Ref. Number: W02000020034

RECEIVED
02 JUL 12 AM 8 51

We have received your document for BISHOP FERNANDO PREGO FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 302A00043091

**ARTICLES OF INCORPORATION
OF
BISHOP FERNANDO PREGO FOUNDATION, INC.
a Florida Not For Profit Corporation**

FILED
02 JUL 11 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The name of the Corporation shall be Bishop Fernando Prego Foundation, Inc., a Florida not for profit corporation.. The principal and the mailing address is 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

ARTICLE II - PURPOSE

(1). The general purpose of the Corporation shall be to foster religious and spiritual services, and act as a foreign Mission Society operating in Cuba, including but not limited to, providing pastoral teachings, and enriching the spiritual, physical, social and psychological needs of the people of Cuba, and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of Catholic religious activities in Cuba.

(2). This Corporation is formed 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 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.

(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 John C. Favalora, as Archbishop of the Archdiocese of Miami, and his successors in office.

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 Sole Member;
- (2) The Corporation may not be merged or dissolved without the express written approval of the Sole Member; and
- (3) The power to sell, lease, mortgage or otherwise encumber the Corporation's real property assets shall be approved by the Sole Member.

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 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 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 mailing address of the incorporator is Rev. Msgr. Tomás M. Marín, Archdiocese of Miami, 9401 Biscayne Boulevard, Miami Shores, Florida, 33138.

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 to be determined from time to time in accordance with the Bylaws. The Directors shall be appointed by the Sole Member. The Sole Member may remove any or all of the Directors from the Board, with or without cause and at such time as he may determine, in his 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 of Incorporation. The initial Directors are the following:

Bishop Arturo Gonzalez

c/o Rev. Msgr. Tomás M. Marín
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Rev. Msgr. Tomás M. Marín

Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

J. Patrick Fitzgerald

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

ARTICLE XI - OFFICERS

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. 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 Sole Member. The Sole Member may remove any or all officers with or without cause, and at such time as he may determine in his sole discretion.

The original officers of the Corporation shall be the following:

President	Bishop Arturo Gonzalez
Vice President/Treasurer	Rev. Msgr. Tomás M. Marín
Secretary	J. Patrick Fitzgerald

ARTICLE XII - BYLAWS

The Sole Member shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Sole Member 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

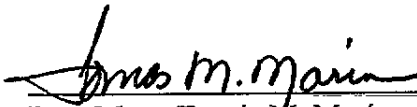
Upon the dissolution of the Corporation, the Sole Member of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, within their sole discretion, to such organization or organizations organized 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 Sole Member 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 Sole Member.

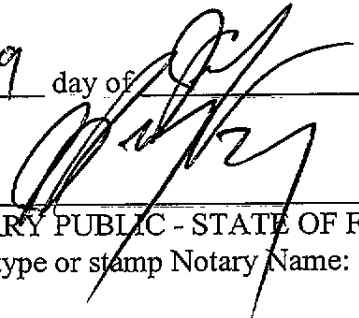
IN WITNESS WHEREOF, I have hereunto set my hand and seal as incorporator, this 9th day of July, 2002.

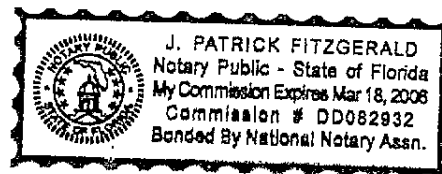

Rev. Msgr. Tomás M. Marín

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

BEFORE ME, personally appeared Rev. Msgr. Tomás M. Marín, 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.

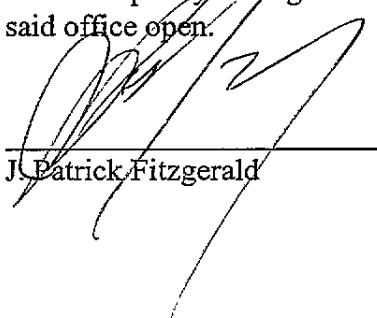
WITNESS my hand and official seal this 9 day of July, 2002.


NOTARY PUBLIC - STATE OF FLORIDA
Print, type or stamp Notary 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

JPF/eg/JPFCORP/BISHOP-FERNANDO-PREGO-FOUNDATION.ART

FILED
02 JUL 11 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA