

N104000000282

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000002996 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : AKERMAN SENTERPITT & BIDSON
Account Number : 076656002425
Phone : (407) 843-7860
Fax Number : (407) 843-6610

FLORIDA NON-PROFIT CORPORATION

THE FLORIDA CATHOLIC, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -6 AM 10:14

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

04 JAN -6 AM 10:14
(((H04000002996 3)))
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FLORIDA CATHOLIC, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (2002) (the "Act") hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I

Name

- 1.1 **Name.** The name of the corporation shall be The Florida Catholic, Inc.

ARTICLE II

Duration

- 2.1 **Duration.** This Corporation shall commence existence on the date these Articles are filed with the Secretary of the State of Florida and shall have perpetual existence unless sooner dissolved by operation of law.

ARTICLE III

Purpose

- 3.1 **Purpose.** The corporation is organized exclusively for charitable, religious, and/or educational purposes within the meaning of and shall be qualified as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Tax Code").

ARTICLE IV

Powers

- 4.1 **General Powers.** The corporation shall have all of the general powers granted to a Not For Profit Corporation as set forth in Florida Statutes, Section 617.0302 and 617.0303. The corporation shall have the right to exercise such powers as are now or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein or incidental to the powers so conferred, or conducive to the furtherance thereof.

- 4.2 **Earnings Not To Inure To Benefit of Private Person.** The corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article III and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

- 4.3 **No Power To Invalidate Status As Tax-Exempt Entity.** The corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as: (a) a corporation organized under Section 501(c)(3) of the Tax Code, exempt from taxation under Section 501(a) of the Tax Code; or (b) a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Tax Code.

(((H04000002996 3)))

4.4 **No Power To Campaign or Lobby.** The corporation ~~shall not participate or~~ ^{((H04000002996 3)))} intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE V

Members

5.1 **Members.** The Members of the corporation shall be the Most Reverend Norbert M. Dorsey, C.P., S.T.D., as Bishop of the Roman Catholic Diocese of Orlando, Florida, a corporation sole, and his successors in office; the Most Reverend John C. Favalora, as Archbishop of the Roman Catholic Archdiocese of Miami, Florida, a corporation sole, and his successors in office; the Most Reverend Gerald Michael Barbarito, as Bishop of the Roman Catholic Diocese of Palm Beach, Florida, a corporation sole, and his successors in office; the Most Reverend Robert N. Lynch, as Bishop of the Roman Catholic Diocese of St. Petersburg, Florida, a corporation sole, and his successors in office; the Most Reverend John H. Ricard, SSJ, as Bishop of the Roman Catholic Diocese of Pensacola-Tallahassee, Florida, a corporation sole, and his successors in office; and the Most Reverend John J. Nevins, as Bishop of the Roman Catholic Diocese of Venice, Florida, a corporation sole, and his successors in office.

ARTICLE VI

General Provisions

6.1 **No Stock.** The corporation shall have no capital stock.

6.2 **Amendment of Articles.** The Members reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of the directors, trustees and officers of the corporation are granted subject to this reservation.

6.3 **Bylaws.** The power to adopt, amend, alter or repeal the Bylaws of the corporation or to adopt new Bylaws for the corporation shall be vested in the Members.

6.4 **Distribution on Dissolution, Net Earnings, Dissolution.** If, for any reason, the corporation shall be dissolved, all income and assets shall be distributed to the Members or to such other organization described in Section 501(c)(3) of the Tax Code and exempt from taxation under Section 501(a) of the Tax Code, as approved by the Members.

ARTICLE VII

Registered Agent And Principal Office

7.1 **Registered Agent.** The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Registered Agent: American Information Services, Inc.

Registered Office: 255 South Orange Avenue, Suite 1700
Orlando, Florida 32802

7.2 **Principal Office.** The street address and mailing address of the corporation's initial principal office are as follows: (((H04000002996 3)))

Street Address: 498 S. Lake Destiny Road
Orlando, Florida 32810

Mailing Address: Post Office Box 609512
Orlando, Florida 32860-9512

ARTICLE VIII

Directors

8.1 **Number of Directors.** The number of Directors of this corporation shall be set forth from time to time in the bylaws of the corporation, provided however, the number of Directors shall be at least three (3) at all times.

8.2 **Election of Directors.** The Directors and all officers of the corporation shall be selected in the manner specified in the Bylaws.

8.3 **Initial Directors.** The initial Board of Directors shall be comprised of six (6) individuals. Each initial Director shall serve until the first annual meeting of Members and until his or her successor is elected and qualified. The name and address of each initial Director is:

<u>Name</u>	<u>Address</u>
The Most Reverend Norbert M. Dorsey, C.P., S.T.D., Bishop of the Roman Catholic Diocese of Orlando, Florida	Post Office Box 1800 461 East Robinson Street Orlando, FL 32801
The Most Reverend John C. Favalora, Archbishop of the Roman Catholic Archdiocese of Miami, Florida	9401 Biscayne Boulevard Miami Shores, Florida 33138
The Most Reverend Gerald Michael Barbarito, Bishop of the Roman Catholic Diocese of Palm Beach, Florida	P.O. Box 109650, 9995 North Military Trail, Palm Beach Gardens, FL 33410
The Most Reverend Robert N. Lynch, Bishop of the Roman Catholic Diocese of St. Petersburg, Florida	P.O. Drawer 40200 St. Petersburg, FL 33743-0200
The Most Reverend John H. Ricard, SSI, Bishop of the Roman Catholic Diocese of Pensacola- Tallahassee, Florida	Post Office Drawer 17329 Pensacola, Florida 32522
The Most Reverend John J. Nevins, Bishop of the Roman Catholic Diocese of Venice, Florida	Post Office Box 2006 Venice FL 34284-2006

8.4 **Removal With or Without Cause.** Any Director or the entire Board may be removed from office with or without cause by the Members.

ARTICLE IX
Indemnification

(((H04000002996 3)))

9.1 Indemnification. To the full extent permitted by the Florida Not For Profit Corporation Act, the personal liability of a director of the Corporation, and its Members, shall be eliminated and the corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is or was a director against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. The corporation also shall indemnify any officer, trustee, agent or employee who is or was not a director, to the same extent, and with the same limitations, that the corporation is authorized to indemnify directors. The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE X
Private Foundation Status

10.1 Application of this Article. If this corporation is a private foundation as defined in Section 509 of the Tax Code, then the balance of this article shall apply.

10.2 Prohibited Actions If Private Foundation. The corporation shall be prohibited from:

(a) Engaging in any act of "self-dealing" (as defined in Section 4941(d) of the Tax Code) that would give rise to any liability for the tax imposed by Section 4941 (a) of the Tax Code;

(b) Retaining any "excess business holdings" (as defined in Section 4943(c) of the Tax Code) that would give rise to any liability for the tax imposed by Section 4943(a) of the Tax Code;

(c) Making any investment that would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Tax Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Tax Code; and

(d) Making any "taxable expenditures" (as defined in Section 4945(d) of the Tax Code) that would give rise to any liability for the tax imposed by Section 4945(a) of the Tax Code.

10.3 Requirement To Make Distributions If Private Foundation. The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Tax Code.

(((H04000002996 3)))

ARTICLE XI
Incorporator

((H04000002996 3)))

11.1 **Incorporator**. The name and address of each incorporator is:

Name

Address

Kevin Shaughnessy, Esq.

P.O. Box 231
Orlando, Florida 32802-0231

ARTICLE XII
Bylaws

12.1 **Bylaws**. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XIII
Amendment

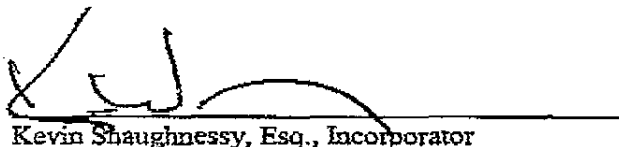
13.1 **Power to Amend or Repeal**. The Members reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XIV
Headings And Captions

14.1 **Headings for Convenience Only**. The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the incorporator has signed these Articles this 6th day of

January, 2004.



Kevin Shaughnessy, Esq., Incorporator

(((H04000002996 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

The Florida Catholic, Inc. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida, with its principal place of business at: 498 S. Lake Destiny Road, Orlando, Florida 32810, has named and designated: American Information Services, Inc. with its registered office located at: 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for The Florida Catholic, Inc. (the "Corporation"), at the place designated in this Certificate, I hereby agree, on behalf of American Information Services, Inc., to act in this capacity; that I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, on behalf of American Information Services, Inc. as the same may apply to the Corporation; and that American Information Services, Inc. shall comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of the duties as Registered Agent.

Dated as of this 6th day of January, 2004.

AMERICAN INFORMATION SERVICES, INC.

By: 

Jean M. Fisher, Assistant Secretary

FILED
04 JAN - 6 AM 10: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H04000002996 3)))