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Florida Department of State
Division of Corporations
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THE FLORIDA CATHOLIC, INC.

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June 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE FLORIDA CATHOLIC, INC.
POST OFFICE BOX 4993
ORLANDO, FL 32802-4993

SUBJECT: THE FLORIDA CATHOLIC, INC.
REF: N04000000282

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H10000149049
Letter Number: 510A00015785

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2010 JUL -9 AM 8:00
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TALLAHASSEE, FLORIDA



July 12, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE FLORIDA CATHOLIC, INC.
POST OFFICE BOX 4993
ORLANDO, FL 32802-4993

SUBJECT: THE FLORIDA CATHOLIC, INC.
REF: N04000000282

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H10000149049
Letter Number: 810A00016810

RECEIVED
2010 JUL 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA CATHOLIC, INC.**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these First Amended and Restated Articles of Incorporation of The Florida Catholic, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on January 6, 2004 (the "Incorporation Date").

**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 have perpetual existence unless sooner dissolved by operation of law.

**ARTICLE III
Purpose**

- 3.1 Purpose. This 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. This Corporation shall have all of the general powers granted to a Not For Profit Corporation as set forth in the Act, Section 617.0302 and 617.0303. This 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. This 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 this Corporation shall inure to the benefit of any private shareholder or individual.

- 4.3 No Power To Invalidate Status As Tax-Exempt Entity. This 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.

- 4.4 No Power To Campaign or Lobby. This Corporation shall not participate or 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.

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10 JUL -9 AM 10:17
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE V

Members

5.1 Members. The Members of this Corporation shall be the Most Reverend Thomas G. Wenski, as Bishop of the Roman Catholic Diocese of Orlando, Florida, a corporation sole, and his successors in office; Archdiocese of Miami, Inc., a Florida not-for-profit corporation; Diocese of Palm Beach, Inc., a Florida not-for-profit corporation; 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 Frank J. Dewane, 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. This 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 new 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 registered agent of this Corporation and the address of its registered office are as follows:

Registered Agent: Carol Brinati

Registered Office: 50 E. Robinson St., Suite G, Orlando, FL 32801

7.2 Principal Office. The street address and mailing address of this Corporation's principal office are as follows:

Street Address: 50 E. Robinson St., Suite G, Orlando, FL 32801

Mailing Address: Post Office Box 4993, Orlando, FL 32802-4993

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 five (5) 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 **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

9.1 **Indemnification.** To the full extent permitted by the Act, the personal liability of a Director of this Corporation, and its Members, shall be eliminated and this 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 this 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. This 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 this 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 this 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.** This 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. This 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.

ARTICLE XI
Incorporator

11.1 Incorporator. The name and address of the incorporator is:

Name

Kevin Shaughnessy, Esq.

Address

200 S. Orange Avenue, Suite 2300
Orlando, FL 32801

ARTICLE XII
Amendment

12.1 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 XIII
Headings And Captions

13.1 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.

ARTICLE XIV
Effective Date

14.1 Effective on Filing. The effective date of these First Amended and Restated Articles of Incorporation will be as of the date of filing with the Department of State of the State of Florida.

The foregoing First Amended and Restated Articles of Incorporation was adopted by the Members of the Corporation on the 18th day of December, 2008 and the number of votes cast for the amendment was sufficient for approval. Pursuant to Section 617.1002(2) of the Act, the approval of the Corporation's Board is not required for the adoption of the foregoing First Amended and Restated Articles of Incorporation.

THE FLORIDA CATHOLIC, INC.

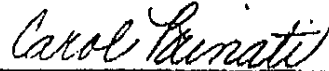
By: → TK Wenski

Name: The Most Reverend Thomas Wenski

Title: Archbishop of Miami / Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent and agree to comply with the provisions relative to keeping said office open.



Carol Brinati

Registered Agent

Date: July 19, 2010.