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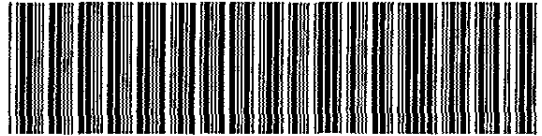
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**SMITH  
SAUER  
& DEMARIA**  

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ATTORNEYS AT LAW

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**Via Federal Express**

March 3, 2004

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

Secretary of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, Florida 32399

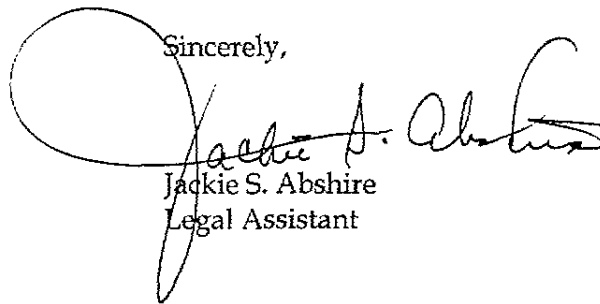
RE: Holy Name Society of Saint Stephen, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation (Non-Profit) relative to the above. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,



Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

**ARTICLES OF INCORPORATION OF  
HOLY NAME SOCIETY OF SAINT STEPHEN, INC.  
A FLORIDA NONPROFIT CORPORATION**

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The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is Holy Name Society of Saint Stephen, Inc., whose principal address is 1641 West Intendencia, Pensacola, Florida 32501.

**ARTICLE II**

**STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general educational, religious, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**TERM**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**SPECIFIC AND GENERAL PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To promote the financial welfare of Saint Stephen's Roman Catholic Church in Pensacola and the needs of its parishioners.

C. To operate exclusively in any other manner for religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE V**

### **MEMBERSHIP**

(a) The corporation may have one or more classes of members, the qualifications and rights, including voting rights, of which shall be designated in the bylaws.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## ARTICLE VI

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held as specified and provided in the bylaws at 1641 West Intendencia, Pensacola, Florida 32501, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws

of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Joseph Callewaert  
1348 Green Vista Lane  
Gulf Breeze, FL 32563

James E. Fleming  
421 S. 2<sup>nd</sup> Street  
Pensacola, FL 32507

Tom Seeker  
7160 Moore Avenue  
Pensacola, FL 32526

Vincent Roses  
1641 West Intendencia  
Pensacola, FL 32501

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	<u>Name</u>	<u>Address</u>
President:	Joseph Callewaert	1348 Green Vista Lane Gulf Breeze, FL 32563
Vice-President:	James E. Fleming	421 S. 2 <sup>nd</sup> Street Pensacola, FL 32507
Treasurer:	Vincent Roses	1641 West Intendencia Pensacola, FL 32501
Secretary:	Thomas Seeker	7160 Moore Avenue Pensacola, FL 32526

## ARTICLE VII

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the 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 any candidate for public office.

C. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VIII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Bylaws for this corporation.

## ARTICLE X

### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)



<u>Name</u>	<u>Address</u>
Joseph Callewaert	1348 Green Vista Lane Gulf Breeze, FL 32563
James E. Fleming	421 S. 2 <sup>nd</sup> Street Pensacola, FL 32507
Tom Seeker	7160 Moore Avenue Pensacola, FL 32526
Vincent Roses	1641 West Intendencia Pensacola, FL 32501

## **ARTICLE XI**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

## **ARTICLE XII**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational or charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

### ARTICLE XIII

#### REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1641 West Intendencia, Pensacola, Florida 32501, and the name of its registered agent at said address shall be Vincent Roses.

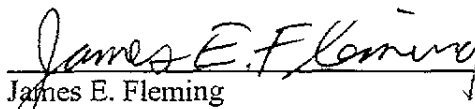
### ARTICLE XIV

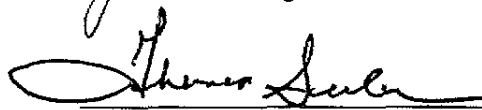
#### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17<sup>th</sup> day of February, 2004.

  
Joseph Callewaert

  
James E. Fleming

  
Thomas Seeker

  
Vincent Roses

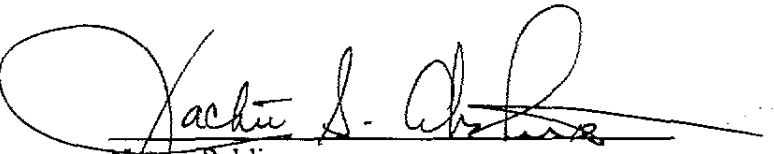
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Joseph Callewaert, James E. Fleming, Thomas Seeker, and Vincent Roses, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of February, 2004.

(SEAL)



  
Notary Public  
My Commission Expires: 11/21/04

**ACCEPTANCE OF APPOINTMENT**

Having been named as Registered Agent to accept service of process for the nonprofit corporation named above, at the place designated in these Articles, I agree to act in this capacity, and agree to comply with the statutory provisions relative to the maintenance of an office.

  
Vincent Roses  
Registered Agent