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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 867643 81624A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : August 30, 2004

ORDER TIME : 2:44 PM

ORDER NO. : 867643-005

CUSTOMER NO: 81624A

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

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

DOMESTIC FILING

NAME: NETWORK FLORIDA, 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: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 31, 2004

CSC

RESUBMIT

SUBJECT: NETWORK FLORIDA, INC.
Ref. Number: W04000032997

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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.

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Tim Burch
Document Specialist
New Filings Section

Letter Number: 104A00052876

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CATHOLIC NETWORK FLORIDA, INC.,
a Florida not for profit corporation**

We, the undersigned, with other persons being desirous of forming a corporation for religious purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

**ARTICLE I
NAME**

The name of the Corporation shall be: Catholic Network Florida, Inc., a Florida not for profit corporation ("Corporation"), and its address is 9401 Biscayne Boulevard, Miami, Florida 33138.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation is to exist in perpetuity.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing these Articles of Incorporation.

**ARTICLE IV
PURPOSES**

The Corporation is organized as a corporation not for profit under the Florida Not For Profit Corporation Act and shall operate exclusively for religious, charitable and/or educational purposes within the meaning of and shall be qualified as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended (the "Tax Code") The specific purposes of the Corporation are:

- A. To provide social welfare services in the State of Florida.
- B. To establish, receive and maintain a fund or funds for the religious, charitable, educational and operational support and benefit of the Archdiocese of Miami, the Diocese of St. Augustine, the Diocese of St. Petersburg, the Diocese of Orlando, the Diocese of Pensacola-Tallahassee, the Diocese of Palm Beach, and the Diocese of Venice, (hereinafter the "Supported (Arch)Dioceses"); to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to amount or value, and to manage,

administer, invest, reinvest, and dispose of the same; to establish and administer restricted and/or endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the religious, charitable, educational and operational support and benefit of the Supported (Arch)Dioceses;

C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V QUALIFICATION OF MEMBER

There shall initially be seven (7) Members of the Corporation. The initial Members of this Corporation shall be the (Arch)Bishops of the Archdiocese of Miami, the Diocese of St. Augustine, the Diocese of St. Petersburg, the Diocese of Orlando, the Diocese of Pensacola-Tallahassee, the Diocese of Palm Beach, and the Diocese of Venice. Additional Members may be admitted by the initial Members and in accordance with the Bylaws.

Whenever there is a vacancy in the Office of an (Arch)Bishop, the Administrator of said (Arch)Diocese shall have all rights and responsibilities of said Member, except as limited by the Code of Canon Law of the Roman Catholic Church ("Canon Law").

ARTICLE VI INCORPORATOR

The name and residence of the incorporator to these Articles of Incorporation is:

The Most Reverend John C. Favalora
Archbishop of the Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

ARTICLE VII OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Richard Turcotte	President
Arnold Andrews	Vice-President
Peter Routsis-Arroyo	Treasurer
Nancy Manacatti	Secretary

Section 3. The officers shall be elected by the Board of Directors at their annual meeting or as provided in the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have seven (7) Directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three (3). Each Member of this Corporation shall appoint one Director. Each Member may remove and replace his appointed Director from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the Corporation are:

Richard Turcotte, Ph.D.
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Larry Maltby
Diocese of Pensacola-Tallahassee
11 North B
Pensacola, FL 32501

William J. Tierney
Diocese of St. Augustine
11625 Old St. Augustine Road
Jacksonville, FL 32258

Nancy Manacatti
Diocese of Palm Beach
P. O. Box 109650
Palm Beach Gardens, FL 33410

Arnold Andrews
Diocese of St. Petersburg
P. O. Box 40200
St. Petersburg, FL 33743

Peter Routsis-Arroyo
Diocese of Venice
P. O. Box 2006
Venice, FL 34284-2006

S. Gerald Richardville
Diocese of Orlando
421 E. Robinson Street
Orlando, FL 32801

ARTICLE IX BYLAWS

The Members of this Corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as they may deem necessary or appropriate.

The Bylaws may be amended, altered, restated or rescinded by the Members of this Corporation at any regular meeting or special meeting called for that purpose.

Where the Bylaws are inconsistent with the terms of these Articles of Incorporation, the terms of the Articles of Incorporation shall prevail.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by the Members of this Corporation at any regular or special meeting called by the Members for that purpose.

ARTICLE XI CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with Canon Law, the religious directives of the Supported (Arch)Dioceses, all applicable directives and teachings of the Roman Catholic Church, Section 501(c)(3) of the Tax Code and the provisions of the Articles of Incorporation and Bylaws of this Corporation.

ARTICLE XII LIMITATIONS ON ACTIVITIES

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 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under section 501(c)(3) of the Tax Code

contributions to which are deductible under Section 170 (c)(2) of the Tax Code (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall receive any dividends or profits from the undertaking of this Corporation other than as provided herein and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c)(3) of the Tax Code as selected by the Members with each Member designating recipient for such assets on dissolution in accordance with its proportionate share of contribution made to the Corporation and none of assets will be distributed to any member, officer or director of this Corporation, provided, however, that 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 Tax Code.

**ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT**

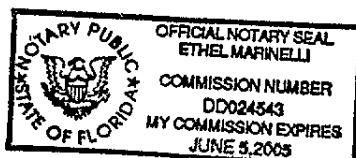
The street address of the initial registered office of this Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of this Corporation at that address is J. Patrick Fitzgerald, Esquire.

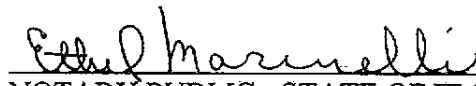
IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 23 day of August, 2004 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


The Most Reverend John C. Favalora,
as Archbishop of the Archdiocese of
Miami

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 23 day of August, 2004, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, (Check One) ☒ He is personally known to me or ☐ He has produced _____, as identification.

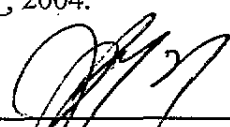



NOTARY PUBLIC - STATE OF FLORIDA
Print, type or stamp Notary name:

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for ^{Catholic} Network Florida, Inc., a Florida not for profit corporation (the "Corporation") at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26 day of August, 2004.



J. Patrick Fitzgerald, Esquire
Registered Agent