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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 147405 81624A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 78.75

ORDER DATE : January 17, 2005

ORDER TIME : 10:13 AM

ORDER NO. : 147405-005

CUSTOMER NO: 81624A

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

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

DOMESTIC FILING

NAME: SOUTH DADE CATHOLIC
RESIDENTIAL CENTER, 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
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION OF
SOUTH DADE CATHOLIC RESIDENTIAL CENTER, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is South Dade Catholic Residential Center, Inc., a Florida not for profit corporation (hereinafter called the "Corporation"), whose principal office is located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

**ARTICLE II
PURPOSE**

(a) To provide special needs persons with housing facilities and services especially designed to meet their physical and psychological needs, and to promote their health, security and happiness and usefulness, the changes for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable, religious, educational and scientific 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.

(c) 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 ADMISSION**

The Member 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 MEMBERS

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member and any provision in these Articles of Incorporation or the Bylaws that are in conflict shall be superseded:

(a) The Member shall approve any long range plan of the corporation as well as any statement of policy and any changes thereto.

(b) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

(c) The Bylaws shall not be altered, revised, or amended without the express written approval of the Member.

(d) The Member shall approve in advance candidates to the Board of Directors, as proposed by the Board of Directors to the Member.

(e) The Member may remove any Director at any time for a grave reason, in accordance with the procedures determined by Canon Law.

(f) The Member shall approve the appointment and the removal of the President, the outside auditor and the legal counsel of the Corporation.

ARTICLE V
ADDRESS OF REGISTERED OFFICE AND
NAME OF REGISTERED AGENT

The street address of the 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, Esquire.

ARTICLE VI
BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors initially consisting of not fewer than three (3), and not more than twenty-one (21) persons, the exact number to be determined from time to time in accordance with the Bylaws. The election and term of office of the Directors shall be set forth in the Bylaws.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

Ralph A. Sanchez	232 Andalusia Avenue Suite 300 Coral Gables, Florida 33146
Rev. Msgr. John J. Vaughan	Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138
Rev. Msgr. William J. Hennessey, V.G.	Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138

ARTICLE VII **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE VIII **COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IX **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.

The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:

Ralph A. Sanchez	President
Rev. Msgr. John J. Vaughan	Vice President/Treasurer
Rev. Msgr. William J. Hennessey, V.G.	Secretary

ARTICLE XI

POWERS

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. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of the Corporation and other affiliated organizations;
- (b) To lease all or a portion of such real and personal property;
- (c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;
- (d) To make charitable contributions to any affiliated organizations;
- (e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (f) To utilize its income in furtherance of the foregoing objectives.

ARTICLE XII

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(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

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) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

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, the religious statutes of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XIV
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connection with such dissolution, the remaining assets shall be distributed to such organizations selected by the Archdiocese of Miami to be held for the use and purposes designated herein. Upon dissolution, the assets may be distributed to a successor entity with an established purpose and powers not inconsistent with the purposes and powers established under these Articles of Incorporation. In no event shall any of the remaining assets be distributed to any organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XV
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Directors and upon subsequent approval by the Member.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 12th day of January, 2004⁵, for the purpose of forming this not for profit Corporation under the laws of the State of Florida.

South Dade Catholic Residential Center, Inc.

By: John C. Favalora
The Most Rev. John C. Favalora, as Archbishop of
the Archdiocese of Miami, his successors in
office, Incorporator
9401 Biscayne Boulevard
Miami Shores, FL 33138

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

The foregoing instrument was acknowledged before me this 12th day of January, 2005, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, his successors in office, as Incorporator of South Dade Catholic Residential Center, Inc., a Florida not for profit corporation, on behalf of the Corporation.
(Check One) ☒ He is personally known to me or ☐ He has produced _____, as identification.

Ethel Marinelli
NOTARY PUBLIC-STATE OF FLORIDA

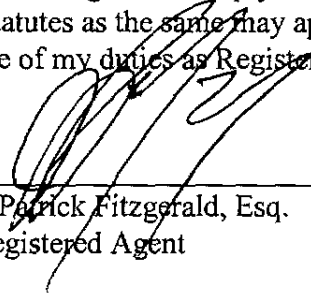
Print, type or stamp Notary Name:

My Commission Expires: June 5, 2005



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for South Dade Catholic Residential Center, Inc., a Florida not for profit corporation (the "Corporation"), 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.



J. Patrick Fitzgerald, Esq.
Registered Agent

JPF/cg/1-SOUTHDADE/JPF-SOUTH-DADE-CATH-ART-INC-12-7-04