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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FRANCISCAN SISTERS OF MARY IMMACULATE, MOTHER OF THE

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANCISCAN SISTERS OF MARY IMMACULATE, MOTHER OF THE CHURCH, INC.
(a Florida Corporation Not For Profit)**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supercede in their entirety the previously filed Articles of Incorporation of Franciscan Sisters of Mary Immaculate, Mother of the Church, Inc.

ARTICLE I

NAME

The name of this corporation is FRANCISCAN SISTERS OF MARY IMMACULATE, MOTHER OF THE CHURCH, INC., (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION**

The Corporation's principal office and mailing address are located at 1025 Commons Circle, Naples, FL 34119.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

1. The Corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

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2. The Corporation shall have no power to act in a manner inconsistent with the meaning and spirit of §501(c)(3) of the Code, and shall not engage in any activity which would prevent it from qualifying or continue to qualify as a Corporation described in §170(b)(1)(A) and/or §501(c)(3).

3. Without limiting the generality of Sections 1 and 2 of this Article IV, the purposes for which this Corporation is organized are to promote, advance and support the Catholic education ministries and mission of the Franciscan Sisters of Mary Immaculate, Mother of the Church or their canonical successors, and to do any and all acts that are necessary proper and useful to the above stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church. The Corporation shall be operated in accordance with canon law of the Roman Catholic Church.

4. The specific purposes of the Corporation may be modified from time to time by the Membership and the Board of Directors as provided in Article VIII, provided any modification in purpose shall also be a charitable, religious or educational purpose.

5. The initial purposes of the Corporation are to:

- (a) Nurture and further the spiritual welfare of men and women by means of regular liturgical prayer and religious practices;
- (b) Publish a newsletter four times annually for the evangelization of souls and the enrichment of those who seek the truth; and
- (c) Operate a boarding high school for girls that includes both a religious program of instruction and formation as well as an academic curriculum

With relation to its educational activities the Corporation will promote a diverse curriculum emphasizing educational traditions, concern for the dignity of the person and for the common good of the world community. The goal of the education offered by the Corporation is to integrate intellectual, spiritual, moral, and social development in high school age girls in accordance with the moral and ethical teachings of the Roman Catholic Church.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

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ARTICLE VI

DIRECTORS

1. Subject to the rights reserved to the Membership outlined in Article VIII below, the authority to direct the business affairs of the Corporation shall be managed by the Board of Directors. The Directors, subject to the provisions of Article VIII and the Corporation's Bylaws, shall have the power to do all acts permitted under Florida law.

2. The number of directors shall be as set forth in the Bylaws. The number of directors shall not be less than three (3).

3. Directors shall be elected and removed as provided in these Articles and the Bylaws.

ARTICLE VII

INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Sr. Marie-Josée Lirette (Lise Lirette)
1025 Commons Circle
Naples, FL 34119

Sr. Veronica Wilson (Jessica Wilson)
1025 Commons Circle
Naples, FL 34119

Kevin Carmichael
1395 Panther Lane
Suite 300
Naples, FL 34109

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ARTICLE VIII

MEMBERSHIP

1. **Classes of Membership.** There shall be one class of membership.

2. **Members.**

(a) The initial Members of the Corporation shall be:

Sr. Marie-Josée Lirette (Lise Lirette)
1025 Commons Circle
Naples, FL 34119

Sr. Veronica Wilson (Jessica Wilson)
1025 Commons Circle
Naples, FL 34119

(b) Member Interests may be assigned to a juridical person established under the Canon Laws of the Roman Catholic Church.

3. **Powers Reserved to Members.** No corporate action by the Directors of the Corporation shall be effective or considered an act of the Corporation unless an until the prior approval of the Membership is received in writing by the Corporation which contains a recorded vote of the Membership regarding the reserved power. If the Member is a juridical entity, such action shall not be effective until the Corporation receives written notice of the appropriate action the Member in accordance with such Member's governing documents. The following powers are reserved to the Membership:

(a) Approve the amendment or restatement of the Articles of Incorporation and/or Bylaws of the Corporation.

(b) Appoint and remove directors of the Corporation with or without cause.

(c) Appoint or remove officers of the Corporation with or without cause.

(d) Approve or reject the official interpretation of the purposes, philosophy and mission of the Corporation.

(e) Approve or reject the strategic plan, operating plan and budget of the Corporation.

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- (f) Approve or reject financial transactions in excess of \$10,000.
- (g) Approve or reject the establishment or dissolution of subsidiaries, partnerships, joint ventures, mergers, divisions and acquisitions.
- (h) Approve or reject applications to the Membership of the Corporation.

ARTICLE IX

DISSOLUTION

Subject to any and all necessary approvals under these Articles, the Bylaws of the Corporation and Florida law, upon the dissolution of the Corporation and subsequent liquidation, the assets of the Corporation remaining after the payment of known debts, claims, obligations and liabilities shall be distributed in whole or in part and the sole discretion of the Membership (i) to the Member, if the Member is a juridical person established and operating under Canon law and listed in the Official Catholic Directory; or (ii) to one or more Roman Catholic Charities considered exempt from taxation under §170(b)(1)(A), whether listed in the Official Catholic Directory or not, to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for educational purposes. No private individual shall share in the distribution of the assets of the Corporation

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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.

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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effective for its first year of operation.

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Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XI

NONDISCRIMINATION POLICY

The Corporation will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other Corporation administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

ARTICLE XII

AMENDMENT OF BYLAWS

Subject to the provisions of Article VIII, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of (i) the Membership and (ii) two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Subject to the provisions of Article VIII, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of (i) the Membership and (ii) two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Quarles & Brady LLP, 1395 Panther Lane, Suite 300, Naples, Florida 34109 and the name of its registered agent at such office is Naples-Lawdock, Inc.

ARTICLE XV

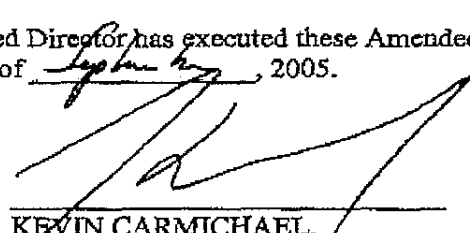
ADOPTION OF AMENDED AND RESTATED ARTICLES

1. These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Members on September 22, 2005.

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Board of Directors on September 23, 2005.

The date of adoption of these Amended and Restated Articles of Incorporation is September 22, 2005.

IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation on the 23 day of September, 2005.



KEVIN CARMICHAEL,
Director

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is FRANCISCAN SISTERS OF MARY IMMACULATE, MOTHER OF THE CHURCH, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., c/o Quarles & Brady LLP, 1395 Panther Lane Suite 300, Naples, Florida 34109.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NAPLES-LAWDOCK, INC., a Florida
Corporation, Resident Agent

By: 

Kevin Carmichael, Vice President

Date: September 23, 2005

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