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FILED  
2006 MAY 30 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Shrine of Our Lady of La Salette, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** William R. Metallo  
Name (Printed or typed)

1975 Lanier Court  
Address

Winter Park, Florida 32792  
City, State & Zip

(407) 599 2129  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
SHRINE OF OUR LADY OF LA SALETTE, INC.  
(NON-PROFIT CORPORATION)

2006 MAY 30 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a non-profit, universal religious, non-political organization, under the laws of the State of Florida.

ARTICLE I

The name of this shrine and corporation shall be: SHRINE OF OUR LADY OF LA SALETTE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 1975 Lanier Court, Winter Park, Florida 32792

ARTICLE III

The Corporation shall commence as of the filing date herein and shall have a continuous and perpetual existence thereafter, unless sooner dissolved in accordance with this charter or by operation of the laws of the State of Florida.

ARTICLE IV

The general powers of the Corporation shall comprise of all those powers contemplated by the Florida Statutes for a Non-Profit Corporation.

ARTICLE V

The purpose for which this corporation is organized is:

(a) To perpetuate the Tridentine Latin Mass of St. Pope Pius V. To protect and preserve all the Pre-Vatican II liturgies and traditions of our Holy Catholic Faith as defined and

promulgated by Apostolic Traditions, the Ecumenical Councils up to and including the Council of Florence, Council of Trent and Vatican I. To provide individuals, families and children with all the Traditional Rites and Sacraments of the Roman Catholic Church. To provide charitable deeds in various matters. The recipient individuals, families and children shall consist of anyone, without regard to race, creed or color.

(b) To acquire by purchase, lease or otherwise, any property, both real and personal, deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and invest, trade, and deal in any property deemed beneficial to the Corporation, and to encumber or dispose of any such property at any time owned or held by the Corporation.

(c) For any of the purposes of the Corporation without limit to amount, to borrow or raise monies with or without collateral or other security, except as may be specifically prohibited by law.

(d) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any or all of the objects herein numbered or incidental to the powers herein named, not inconsistent with any other provision of this certificate of incorporation, which shall at any time appear conducive or expedient for the protection or benefit of the Corporation either as holders of, or interested in any property or otherwise with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

In general, to do any and all of the things herein set forth to the same extent as natural persons or corporations of a similar structure might or could do either alone or in a company with others.

## ARTICLE VI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

## ARTICLE VII

The name and street address of the first Board of Directors, who shall serve until their successors shall be appointed or elected and qualified, and the initial officers of the Corporation, who shall also serve until their successors shall be appointed or elected and qualified:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William R. Metallo	1975 Lanier Court Winter Park, FL 32792	President Director
Barbara J. Dowling	415 Ball Court Kissimmee, FL 34759	Vice President Secretary Director
Alain Perrault	13512 Inlet Lane Apt 306 Orlando, FL 32824	Second Vice President Treasurer Director

## ARTICLE VIII

Meetings of the Board of Directors and Officers of the Corporation shall be held at such time and in such a manner as prescribed by the By-Laws.

## ARTICLE IX

The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation, or violate the prohibitions of section 617 of the Florida Statutes.

## ARTICLE X

No part of the new earnings of the Corporation shall inure to the benefit of or be otherwise distributable to any of its directors or officers. The Corporation may pay reasonable

compensation to its directors and officers for services rendered, may confer benefits upon its Officers and Directors in conformity with its purpose, and may upon dissolution or final liquidation make distribution as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed a dividend or distribution of income.

#### ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for all the liabilities and obligations of the Corporation, distribute all assets of the Corporation to such organization or organizations which are organized and operated exclusively for charitable, religious, educational or scientific purposes, that shall, at that time, qualify as an organization or organizations described in section 501 (c) (3), Internal Revenue Code of 1954, as amended. If the said Directors shall fail, refuse or neglect to so act, then the purpose of this article may be initiated and effectuated by the petition of any interested person(s) to the Circuit Court of competent jurisdiction.

#### ARTICLE XII

This Corporation shall have three (3) directors initially. The number of directors may be increased from time-to-time but shall never be less than three (3) nor more than seven (7) persons; shall be fixed from time to time by the By-Laws, with a regular election of the Board of Directors held at the annual meeting of the Corporation, and in a manner specified in the By-Laws.

The qualifications for Membership on the Board of Directors of the Corporation shall be as follows:

1. Such person may be male or female, but shall be sui juris, over 18 years of age, and be a Traditional Roman Catholic.

2. Such person shall practice the traditional Roman Catholic faith exclusively.
3. Such person shall abide by and believe in the teachings, traditions, dogmas, liturgies, and manner of worship established by The Roman Catholic Church in effect immediately prior to Vatican Council II and do not believe in such changes to the aforesaid as were made by Vatican Council II.
4. Directors need not be residents of the State of Florida.

#### ARTICLE XIII

The Articles of Incorporation, amendments thereto, and the By-Laws shall be proposed by any Officer of the Corporation. The Board of Directors shall have the sole and exclusive authority to amend and/or restate the Articles of Incorporation and the corporate By-Laws. Approval shall be by an affirmative vote of not less than two-thirds of the members of the Board of Directors and the Articles of Incorporation and By-Laws shall cover those matters pertaining to Shrine business.

Notwithstanding anything which might appear to the contrary, any amendment, amendments and/or restatement of the Articles of Incorporation and/or By-Laws may be approved without notice, certification by the Secretary, and waiting period at any regular or special meeting of the Board of Directors by a unanimous vote of not less than the entire Board of Directors.

#### ARTICLE XIV

The Corporation is not subordinate to or subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation or other church, shrine, corporation, society, organization, or association.

ARTICLE XV

The street address of the initial registration office of the Corporation is 1975 Lanier Court, Winter Park, Florida 32792. The name of the initial registered agent of the Corporation is William R. Metallo. The registered agent, to signify his/her agreement to the terms and requirements of that office, has executed the Articles as required by law.

In witness whereof, the undersigned incorporators, who are natural persons and who are competent to contract under the laws of Florida, by these presents do hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of: SHRINE OF OUR LADY OF LA SALETTE, INC. and they request that the Department of State file these Articles, as indicated in Article III hereof, in accordance with the Florida Statutes accordingly, the undersigned incorporators do hereunto set their hands and seals this 24 day of May, 2006.

William R. Metallo  
William R. Metallo

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

Before me personally appeared to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 24 day of May, 2006.

William R. Metallo  
William R. Metallo  
Carmen L. Benitez  
My Commission Expires:  
Notary Public, State of Florida  
My Commission Expires:





Carmen L. Benitez  
My Commission D0333025  
Expires August 28, 2008




STATE OF FLORIDA )  
COUNTY OF ORANGE )

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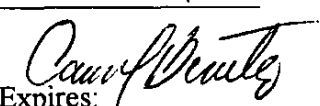
  
Barbara J. Dowling  
  
My Commission Expires:  
Notary Public, State of Florida  
My Commission Expires:



 Carmen L. Benitez  
My Commission DD333025  
Expires August 28, 2008

STATE OF FLORIDA )  
COUNTY OF ORANGE )

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Alain Perrault  
  
My Commission Expires:  
Notary Public, State of Florida  
My Commission Expires:

 Carmen L. Benitez  
My Commission DD333025  
Expires August 28, 2008  
 Carmen L. Benitez  
My Commission DD333025  
Expires August 28, 2008

Secretary of State  
State of Florida  
Tallahassee, Florida  
32304

I hereby accept appointment as registered agent for the Shrine of Our Lady of La Salette, Inc. effective with the date of incorporation. I will continue to act and serve in that capacity until such time as I notify you of any resignation from that function.

William R. Metello  
William R. Metello, Registered Agent

Attest: Barbara J. Dowling  
Barbara J. Dowling, Secretary