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R. Smith  
3180 S.W.  
MIAMI  
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SEP 27 3 14 PM '06

(Address)

(City/State/Zip/Phone #)

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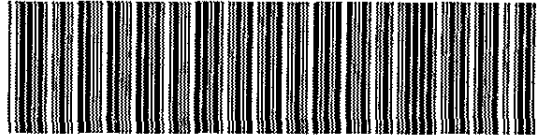
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 29 2006

**Articles of Incorporation  
Corporation organized for charitable purposes**

Articles of Incorporation of Catholic Group Inc., a Florida Not For Profit Corporation.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**

The name of the corporation is Catholic Group Inc.

**Article II**

The corporation shall have perpetual duration.

**Article III**

The corporation is a not for profit corporation.

- a. The general purposes for which this corporation is formed are to operate exclusively for a (religious, charitable, and educational) purposes which 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 those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- b. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise/in any political campaign on behalf of any candidate for public office.

**Article IV**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

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**Article V**

The street address of the initial registered office of the corporation is **3180 Southwest 19<sup>th</sup> Terrace**, in the City of Miami, County of Miami-Dade, State of Florida. The name of its initial registered agent at that address is **Rene Smith**.

**Article VI**

The powers of this corporation shall be, exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be **3**, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on **December 04, 2006** at **2:00 p.m.** at **3180 Southwest 19<sup>th</sup> Terrace, Miami, Florida 33134** at which time an election of directors shall be held. **3314**

Directors elected at the first annual meeting, and at all /subsequent times, shall serve for a term of **2 years** until the **second** annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 2:00 p.m. on the first Monday in December of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 provisions of law that relates to action taken in this manner 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 bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Rene Smith	3180 Southwest 19 <sup>th</sup> Terrace, Miami, Florida <del>33134</del>
Terina C. Smith	3180 Southwest 19 <sup>th</sup> Terrace, Miami, Florida <del>33134</del>
Edward R. Smith	3180 Southwest 19 <sup>th</sup> Terrace, Miami, Florida <del>33134</del>

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**Articles of Incorporation**  
**Corporation organized for charitable purposes**

**Article VII**

The name and address of each incorporator is:

Rene Smith	3180 Southwest 19 <sup>th</sup> Terrace, Miami, Florida <del>33134</del>
Terina C. Smith	3180 Southwest 19 <sup>th</sup> Terrace, Miami, Florida <del>33134</del>

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**Article VIII**

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Rene Smith	President	3180 Southwest 19 <sup>th</sup> Terrace Miami, Florida <del>33134</del>
Edward R. Smith	Vice President	3180 Southwest 19 <sup>th</sup> Terrace Miami, Florida <del>33134</del>
Terina C. Smith	Secretary/Treasurer	3180 Southwest 19 <sup>th</sup> Terrace Miami, Florida <del>33134</del>

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**Article IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the 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 in the bylaws.

**Article X**

The property of this corporation is irrevocably dedicated to 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, or to the benefit of any private individual.

**Articles of Incorporation**  
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**Article XI**

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Article XII**

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. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

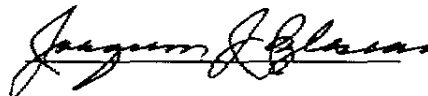
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on 25<sup>th</sup> day of September, 2006.



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

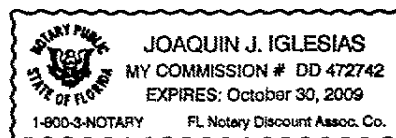
**BEFORE ME**, the undersigned authority, personally appeared Rene Smith and Terina C. Smith, who produced a **Florida Driver's License** as identification, known to be the persons described, and who executed the foregoing Articles of Incorporation, and after being duly sworn under oath, acknowledged before me that they executed the same for the purpose therein expressed.

25 **WITNESS** my hand and official seal in the State and County aforesaid, this day of September, 2006.



Notary Public, State of Florida  
at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Catholic Group Inc.
2. The name and address of the registered agent and office is:  
Rene Smith, 3180 Southwest 19<sup>th</sup> Terrace, Miami, Florida 33134 33175
3. Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated this 25 day of September, 2006.

  
Rene Smith



