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11/3

November 1, 2006

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: Incorporation of KNIGHTS OF COLUMBUS, OUR LADY OF CHARITY  
COUNCIL No. 5110, Inc..**

Gentlemen:

We are hereby presenting your department with the necessary documents for the incorporation of the above named nonprofit corporation. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and stamp and return the two copies enclosed.

Also enclosed is a check in the amount of \$78.50 covering the Filing Fee for Articles of Incorporation.

Your attention to the above matter will be greatly appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read 'Eladio J. Armesto', with a horizontal line drawn through the middle of the signature.

Eladio J. Armesto  
POB 350372, Jose Marti Station  
Miami, FL 33135-0372

305/822-3501

# ARTICLES OF INCORPORATION OF KNIGHTS OF COLUMBUS, OUR LADY OF CHARITY COUNCIL No. 5110, Inc.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Laws of the State of Florida, providing for the formation, rights, privileges and immunities of a corporation not for profit.

## ARTICLE I - NAME OF CORPORATION

The name of this Corporation is Knights of Columbus, Our Lady of Charity Council No. 5110, Inc.

## ARTICLE II - CORPORATE PURPOSE

This corporation is organized exclusively for charitable, cultural, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall foster brotherhood, solidarity and understanding among Roman Catholic men in the United States and throughout the World, in total fidelity to His Holiness, Pope Benedict XVI. The corporation will also prepare and operate programs that promote the health, safety, and welfare as well as cultural, spiritual, intellectual and economic progress. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## ARTICLE III - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence.

## ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 2640 NW 33 Street, Miami, Florida 33142.

## ARTICLE V - POWERS OF THE CORPORATION

The Corporation shall have all of the statutory powers of a nonprofit Corporation. The Corporation may enter into contracts, acquire land, and sue in a Court of Law.

## ARTICLE VI - MEMBERSHIP

**Section 1: Voting.** The Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

**Section 2: Eligibility.** Any man, at least 18 years of age, of good moral character, and a baptized Roman Catholic, shall be eligible for membership in this Corporation upon submittal of a properly exe-

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cuted application as provided in the Bylaws of the Corporation and upon the acceptance by the Two-Thirds (2/3) vote of the Board of Directors. For the purposes of this section, a baptized Roman Catholic means a man baptized in the Roman Catholic Church and is in communion with the See of Rome, presently occupied by His Holiness, Pope Benedict XVI.

**Section 3: Application for Membership.** Any applicant meeting the qualifications set forth above and desiring to be a member of the Corporation shall make application on a form approved by and supplied by the Corporation and accompanied by such membership dues as the Board of Directors may from time to time determine.

**Section 4: Termination of Membership.** Membership may be terminated by resignation or expulsion for cause determined by the Board of Directors.

## **ARTICLE VII - MANAGEMENT**

**Section 1. Corporate Affairs.** The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) and not more than twelve (12) persons. Directors shall be elected or removed according to the procedure provided in the Bylaws.

**Section 2. Officers.** The Corporation shall have the following officers: President, one or more Vice Presidents, Parliamentarian, Secretary, and Treasurer. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

## **ARTICLE VIII - AMENDMENTS**

The Corporation reserves the right to adopt, amend or rescind any provision contained in these Articles of Incorporation or in the Bylaws of the Corporation by a simple majority vote of the voting membership present or voting by proxy at any regular meeting, or by the majority vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting member of the Corporation at least seven (7) days prior to the meeting at which such change is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

## **ARTICLE IX - INCOME AND ASSETS**

**Section 1. Income and Assets.** All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

**Section 2. Capital Stock and Dividends.** This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members.

**Section 3. Benefits to Members.** In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its directors, members, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

## **ARTICLE X - INITIAL BOARD OF DIRECTORS AND OFFICERS**

The name and address of the officers and members of the Board of Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

<b>Ibrael F. Suarez</b> President 2640 NW 33 Street Miami, Florida 33142	<b>Rogelio Planas</b> Secretary 2640 NW 33 Street Miami, Florida 33142	<b>Orlando Balseiro</b> Treasurer 2640 NW 33 Street Miami, Florida 33142	<b>Manuel Garcia</b> Vice President 2640 NW 33 Street Miami, Florida 33142
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<b>Carlos Cifuentes</b> Vice Secretary 2640 NW 33 Street Miami, Florida 33142	<b>Orlando Etcheverry</b> Vice Treasurer 2640 NW 33 Street Miami, Florida 33142	<b>Eladio Jose Armesto</b> Vice President 2640 NW 33 Street Miami, Florida 33142
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#### **ARTICLE XI - DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

#### **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by the Florida General Corporation Act.

#### **ARTICLE XIII - LEGAL REPRESENTATION**

The Corporation, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney to any employee, director or officer of the Corporation to represent or otherwise act on behalf of the Corporation in any Court of Law or in a legal proceeding of any kind.

#### **ARTICLE XIV - LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. 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 Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### ARTICLE XV - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable and educational purposes set forth in Article II hereof. In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XVI - APPOINTMENT OF REGISTERED AGENT AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

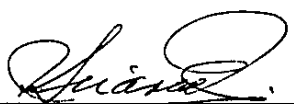
The Registered Agent of the Corporation shall be Rogelio Planas whose address is 2496 SW 17 Ave, #5109, Miami, FL 33145.


Having been named to accept service of process for the above Corporation, at the place designated herein, I hereby agree to act in the capacity of Registered Agent of the Corporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

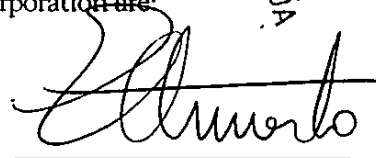
  
\_\_\_\_\_  
Rogelio Planas, Registered Agent

#### ARTICLE XVII - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are:

  
\_\_\_\_\_  
Ibrael F. Suarez  
2640 NW 33 Street  
Miami, Florida 33142

  
\_\_\_\_\_  
Rogelio Planas  
2640 NW 33 Street  
Miami, Florida 33142

  
\_\_\_\_\_  
Eladio Jose Armesto  
2640 NW 33 Street  
Miami, Florida 33142

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