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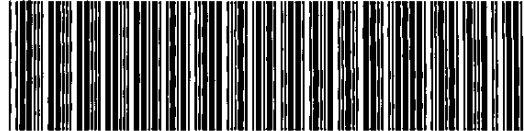
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

06 NOV 13 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 590855 81624A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : November 10, 2006

ORDER TIME : 9:34 AM

ORDER NO. : 590855-005

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: ROMAN CATHOLIC ARCHDIOCESE OF
NASSAU FOUNDATION, INC.

EFFECTIVE DATE:

XX_____ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

**Articles of Incorporation
of
Roman Catholic Archdiocese of Nassau Foundation, Inc.,
A Florida Not For Profit Corporation**

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06 NOV 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

**ARTICLE I
NAME**

The name of the corporation shall be: Roman Catholic Archdiocese of Nassau Foundation, Inc., and its address is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

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

**ARTICLE IV
PURPOSES**

The corporation is organized as a not for profit organization exclusively for religious purposes. The specific purposes of the corporation are:

A. To establish, receive and maintain a fund or funds for the operational support of the Roman Catholic Archdiocese of Nassau, Bahamas; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the corporation, including the principal as well as income thereof, for the support of the ministries of the Archdiocese of Nassau;

B. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and

other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same; and

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V QUALIFICATION OF MEMBER

The Sole Member of this corporation shall be the Most Reverend Patrick C. Pinder, STD, as Archbishop of the Roman Catholic Archdiocese of Nassau, and his successors in office.

ARTICLE VI SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is:

The Most Reverend Patrick C. Pinder, STD
Archbishop of Nassau
Roman Catholic Archdiocese of Nassau
The Hermitage
P. O. Box N -8187
Nassau, Bahamas

ARTICLE VII OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
The Most Reverend Patrick C. Pinder, STD	President
<u>Msgr. Tomas M. Marin, JCL</u>	Vice-President
<u>Msgr. Andrew Anderson</u>	Treasurer
<u>Msgr. Tomas M. Marin, JCL</u>	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three nor more than twenty. The Sole Member of this corporation shall appoint the Directors. The Sole Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the corporation are:

The Most Reverend Patrick C. Pinder, STD
Archbishop of Nassau
Roman Catholic Archdiocese of Nassau
The Hermitage
P. O. Box N -8187
Nassau, Bahamas

Very Reverend Tomas M. Marin, JCL
9401 Biscayne Boulevard
Miami Shore, Fla. 33138

Very Reverend Andrew Anderson
9401 Biscayne Boulevard
Miami Shore, Fla. 33138

ARTICLE IX BYLAWS

The Sole Member of this corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the Sole Member of this corporation at any regular meeting or special meeting called for that purpose.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by the Sole Member of this corporation at any regular or special meeting called by the Sole Member for that purpose.

ARTICLE XI 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 directives of the Roman Catholic Archdiocese of Nassau, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XII LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on 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 any candidate or public office. 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 (or the corresponding provision of any future United States Internal Code), or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Sole Member which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue code and none of assets will be distributed to any member, officer or director of this corporation, provided, however, that 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 (c)(3) of the code.

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation at the address is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 9 day of NOVEMBER, 2006, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

+ Patrick C. Pinder

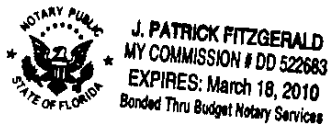
The Most Reverend Patrick C. Pinder, STD
Archbishop of the Roman Catholic Archdiocese
of Nassau

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

The foregoing instrument was acknowledged before me this 9 day of NOVEMBER, 2006, by The Most Reverend Patrick C. Pinder, STD, Archbishop of the Roman Catholic Archdiocese of Nassau, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has produced _____ as identification.

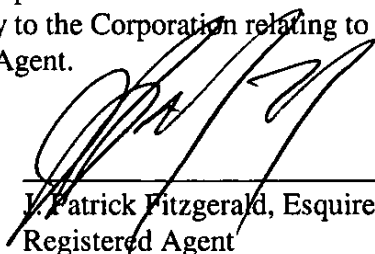
[Signature]
NOTARY PUBLIC-STATE OF FLORIDA
At Large
Print, type or stamp Notary name:

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Roman Catholic Archdiocese of Nassau Foundation, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33143, 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, Esquire
Registered Agent

JPF/cg/35-2/IPF-ARCH-NASSAU-FOUND-ART-DRAFT-9-19-06

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