

N06262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400013157344

FILED
03-MAR-11 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03-MAR-11 PM 12:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulliette MAR 20 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 962031 81624A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 43.75

ORDER DATE : March 11, 2003

ORDER TIME : 10:51 AM

ORDER NO. : 962031-005

CUSTOMER NO: 81624A

CUSTOMER: Thomas Courtney, Esq
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: CATHOLIC CHARITIES OF THE
DIOCESE OF PALM BEACH, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret ---EXT# 1149

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 12, 2003

CSC
ATTN: KIMBERLY M.
TALLAHASSEE, FL

SUBJECT: CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC.
Ref. Number: N06262

We have received your document for CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 403A00015564

RESUBMIT
Please give original
submission date as file date.

RECEIVED
03 MAR 20 AM 11:53
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC.
(A Florida Not For Profit Corporation)**

FILED
03 MAR 11 PM 1:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC., a Florida not-for-profit corporation, having its principal office at 9995 North Military Trail, Palm Beach Gardens, FL 33410-9650, and originally incorporated under the name of Catholic Social Services of the Diocese of Palm Beach, Inc., on November 20, 1984, hereby certifies to the Department of State that:

FIRST: The following Amended and Restated Articles of Incorporation were duly adopted by the Members at a meeting duly called on February 18, 2003, at which a majority were present and unanimously adopted these Amended and Restated Articles of Incorporation and unanimously approved; which is the only requirement to amend and restate these Articles of Incorporation, pursuant to the authority and provisions of the Florida Statutes and existing Articles of Incorporation and Bylaws of Catholic Charities of the Diocese of Palm Beach, Inc., further, these Amended and Restated Articles of Incorporation shall be effective as of the date of adoption.

BE IT RESOLVED that the Articles of Incorporation are hereby amended and restated by striking in their entirety Articles One through Fifteen, inclusive and by substituting the following in lieu thereof:

ARTICLE I - NAME

The name of the Corporation shall be CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC.

ARTICLE II - PURPOSE

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable welfare and social work within the Diocese of Palm Beach; to organize and govern branches or affiliated agencies or institutions of charity of this corporation through the Diocese of Palm Beach; to engage in family and child welfare service throughout the Diocese of Palm Beach; and to collect and publish information concerning welfare and social work; and to foster low income housing in the Diocese of Palm Beach.
- (b) This corporation is being formed as part of the social ministry of the Catholic Church and therefore will operate under the supervision and direction of the Bishop of the Diocese of Palm Beach.
- (c) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as

amended, or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

- (d) This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; it shall not participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office
- (e) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE III - QUALIFICATIONS FOR MEMBERS AND THE MANNER OF THEIR ADMISSIONS

The initial member shall be the Most Reverend Sean P. O'Malley, O.F.M.,CAP, as Bishop of the Diocese of Palm Beach, his successors in office. Additional Members may be appointed by the Bishop of the Diocese of Palm Beach in his sole discretion. Any addition Member(s) may be removed by th Bishop of the Diocese of Palm Beach in his sole discretion.

ARTICLE IV - RESERVATION OF POWERS TO MEMBERS

The Corporation is an apostolate of the Roman Catholic Church and as such the Canon law requires that certain powers be reserved to the Bishop of the Diocese. Therefore, the following powers are specifically reserved to the Members:

- (a) The operating philosophy of the Corporation shall be approved by the Members;
- (b) The Corporation property may not be leased, sold or encumbered without the express written approval of the Members; and
- (c) The corporation may not be merged or dissolved without the express written approval of the Members.

ARTICLE V - ADDRESS OF REGISTERED OFFICE NAME OF REGISTERED AGENT

The street address of the registered office of the corporation is 9995 North Military Trail, Palm Beach, Florida 33410.

The registered agent of the corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than forty (40) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members. The Members may remove any or all of the Directors from the Board, with or without cause and at such time as they may determine, in their sole discretion.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII - BYLAWS

The Members shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, modified or revoked by the Members in any manner permitted by the Bylaws.

ARTICLE IX - OFFICERS

The Corporation shall have a President, a Secretary and a Treasurers and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Members. The Members may remove any or all of the Officers, with or without cause, and at such time as the Members may determine.

ARTICLE X - POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of CATHOLIC CHARITIES OF THE DIOCESE OF PALM BEACH, INC. and other affiliated organizations;
- (b) To lease all or a portion of such real and personal property;
- (c) To borrow funds in order to expand, enhance, support or maintain the activities of the corporation or any of its affiliated organizations;

- (d) To make charitable contributions to any affiliated organizations;
- (e) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- (f) To utilize its income in furtherance of the foregoing objectives.

ARTICLE XI - LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, provided, however, the corporation may confer benefits in the form of contributions in dissolution or otherwise, upon a not-for-profit corporation described in Section 501 (c) (3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501 (c) (3) of the Code, or by an organization contributions to which are deductible under section 170 (c) (2) of the Code.

ARTICLE XII - CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, all applicable directives and teachings of the Roman Catholic Church, and the provisions of these Articles of Incorporation and the Bylaws of this Corporation.

ARTICLE XII- AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only upon the vote of a majority of the Members.

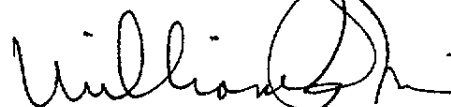
CERTIFICATION

I, the undersigned President of Catholic Charities of the Diocese of Palm Beach, a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a special meeting of the Board of Directors of Catholic Charities of the Diocese of Palm Beach Inc., duly called for and held on February 18, 2003, at which majority of Directors were present:

BE IT RESOLVED that the Articles of Incorporation be and are hereby amended to read as per Exhibit "A" attached hereto and made a part hereof.

I FURTHER CERTIFY that there have been no changes, alterations, or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is no conflict with any of the provisions of the Charter or Bylaws governing the Corporation.

WITNESS my hand and deal at Palm Beach Gardens this 18, day of March, 2003.



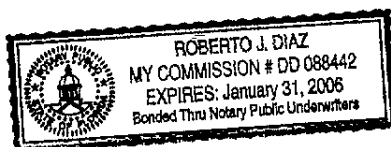
William Muir
President

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledge before me this 18 day of March, 2003, by William Muir as President of Catholic Charities of the Diocese of Palm Beach, Inc., a Florida not for profit , on behalf of the corporation. He is personally known to me or has produced _____ as identification.

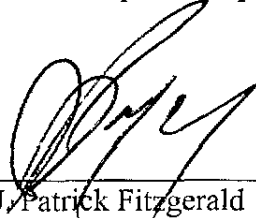

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I the undersigned hereby accept to act in the capacity of Registered Agent of Catholic Charities of the Diocese of Palm Beach, Inc., a Florida not for profit corporation.



J. Patrick Fitzgerald

EXHIBIT “A”

The following articles are being amended from the existing Articles of Incorporation:

Existing Articles		Amended and Restated Articles
One	—	Restated
Two	—	Amended
Three	—	Amended
Four	—	Restated
Five	—	Amended
Six	—	Amended
Seven	—	Amended
Eight	—	Amended
Nine	—	Amended
Ten	—	Amended
Eleven	—	Amended
Twelve	—	Amended
Thirteen	—	Amended
Fourteen	—	Amended
Fifteen	—	Amended