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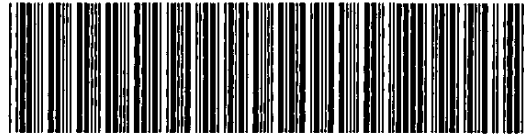
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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December 28, 2006

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


**Re: Articles of Incorporation**

**Dear Sir or Madam:**

Please find enclosed Articles of Incorporation for Florida Catholic Heritage Museum, Inc., along with a check in the amount of \$78.75 to cover the filing fee for this new Not for Profit Corporation.

Any questions or concerns regarding this filing, please do not hesitate to contact me.

Very truly yours,



DENNIS E. GUIDI

DEG/nrl  
enclosure

FILED

07 JAN -2 AM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA CATHOLIC HERITAGE MUSEUM, INC.**  
**(A Florida Not For Profit Corporation)**

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

**ARTICLE I**  
**NAME**

The name of the corporation shall be: FLORIDA CATHOLIC HERITAGE MUSEUM, INC. and its address is: Catholic Center, 11625 Old St. Augustine Road, Jacksonville, FL 32258

**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**  
**RESERVATION OF POWERS TO MEMBER**

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- A. The operating philosophy of the corporation shall be approved by the Member;
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- C. The corporation may not be merged or dissolved without the express written approval of the Member; and
- D. Any additional rights as provided for in the Bylaws.

**ARTICLE V**  
**PURPOSES**

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

A. The Specific purposes of this Corporation are religious, educational and charitable and include, but are not limited to, maintenance and operation of a Catholic heritage museum within the Diocese of St. Augustine.

- A. To establish, receive and maintain a fund or funds for the operational support of a Catholic Heritage Museum, to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any 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 exclusive support of the Catholic Heritage Museum;
- 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;
- C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

**ARTICLE VI**  
**QUALIFICATION OF MEMBER**

The Member of this corporation shall be the Most Reverend Victor Galeone, as Bishop of the Diocese of St. Augustine, and his successors in office.

**ARTICLE VII**  
**INCORPORATORS**

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

The Reverend Michael Morgan  
Chancellor of the Diocese of St. Augustine  
Catholic Center  
11625 Old St. Augustine Road  
Jacksonville, FL 32258

**ARTICLE VIII**

## **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:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>
The Reverend Michael Morgan	President

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

## **ARTICLE IX** **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 or more than twenty. The Member of this corporation shall appoint the Directors. The 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 Reverend Michael Morgan  
Catholic Center  
11625 Old St. Augustine Road  
Jacksonville, FL 32258

## **ARTICLE X** **BYLAWS**

The 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 Member of this corporation at any regular meeting or special meeting called for that purpose.

## **ARTICLE XI** **AMENDMENTS**

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

## **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, the religious directives of the Diocese of St. Augustine, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

## **ARTICLE XIII** **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 of 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).

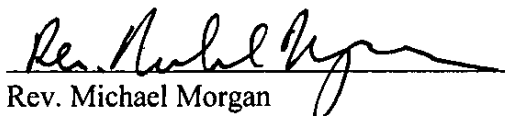
## **ARTICLE XIV** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

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 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 XV** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1837 Hendricks Avenue, Jacksonville, FL 32207, and the name of the initial registered agent of this corporation at the address is Dennis E. Guidi, Esq.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 19th day of December, 2006, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

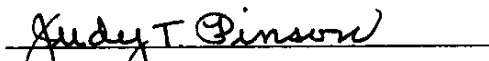
  
Rev. Michael Morgan

Chancellor of the Diocese of St. Augustine


STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL    )

ss:

The foregoing instrument was acknowledged before me this 19th day of December, 2006, by the Rev. Michael Morgan, as Chancellor of the Diocese of St. Augustine, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

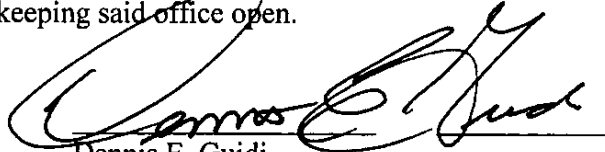
  
NOTARY PUBLIC, State of Florida

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Judy T. Pinson  
Commission # DD511150  
Expires: MAR. 16, 2010  
Bonded Thru Atlantic Bonding Co., Inc.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Dennis E. Guidi  
Registered Agent

FILED  
07 JAN -2 AM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA