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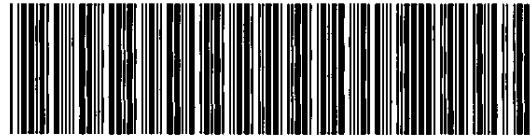
(Business Entity Name)

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2007 SEP 28 P 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 SEP 28 AM 10:43

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 249656 81624A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : September 28, 2007

ORDER TIME : 9:34 AM

ORDER NO. : 249656-005

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: DISCALCED CARMELITE NUNS, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION OF
DISCALCED CARMELITE NUNS, INC.,
a Florida not-for-profit corporation

FILED

2001 SEP 28 P 12:05

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is "DISCALCED CARMELITE NUNS, INC.", and its address is 4525 West 2nd Avenue, Hialeah, Florida 33012.

ARTICLE II

PURPOSE

(a) The specific and primary purposes for which this corporation is formed are to promote religious advancement within the State of Florida; to provide spiritual nourishment and to evangelize the teachings of Jesus Christ and of the Roman Catholic Church.

(b) 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 1954 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.

(c) The corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by influence publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(d) 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 ADMISSION

The initial member of the corporation shall be Mother Cristina Galvan and her successor local superior. Additional members may be appointed by the initial member in her sole discretion. Any additional member(s) may be removed by the initial member of her sole discretion. The qualifications for members and the manner of their admission will be stated within the By-laws.

ARTICLE IV

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 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 DISCALCED CARMELITE NUNS, 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; To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (e) To utilize its income in furtherance of the foregoing objectives.

ARTICLE V

RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the member(s):

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

ARTICLE VI

ADDRESS OF REGISTERED OFFICE NAME OF REGISTERED AGENT

The street address of the initial registered office of the corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

The initial registered agent of the corporation is J. Patrick Fitzgerald c/o J. Patrick Fitzgerald & Associates, P.A.

ARTICLE VII

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 ten (10) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the member(s). The member(s) 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.

The names and addresses of the persons who will serve as initial Directors until the first election are as follows:

Mother Cristina Galvan	4525 West 2 nd Avenue Hialeah, Florida 33012
Mother Ma. Teresa Lopez	4525 West 2 nd Avenue Hialeah, Florida 33012
Mother Maria Alma Torres	4525 West 2 nd Avenue Hialeah, Florida 33012

ARTICLE VIII

NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the incorporator is:

Mother Cristina Galvan
4525 West 2nd Avenue
Hialeah, Florida 33012

ARTICLE IX

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE X

COMMENCEMENT OF EXISTENCE

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

ARTICLE XI

BYLAWS

The member(s) 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 XII

OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer 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 Board of Directors. The Board of Directors may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names, addresses and positions of the persons who will serve as the initial officers until the first election are as follows:

Mother Cristina Galvan	President	4525 West 2 nd Avenue Hialeah, Florida 33012
Mother Ma. Teresa Lopez	Vice- President	4525 West 2 nd Avenue Hialeah, Florida 33012
Mother Maria Alma Torres	Secretary/ Treasurer	4525 West 2 nd Avenue Hialeah, Florida 33012

ARTICLE XIII

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 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. 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 provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an 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 XIV

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 the Articles of Incorporation and Bylaws of this corporation.

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 the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XV

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 Directors including but not limited to the Archdiocese of Miami or others which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code and none of its assets will be distributed to any Director, or Officer of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such religious purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI

AMENDMENT OF THE ARTICLES OF INCORPORATION

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

IN WITNESS WHEREOF, I have subscribed my name this 14 day of September, 2007.

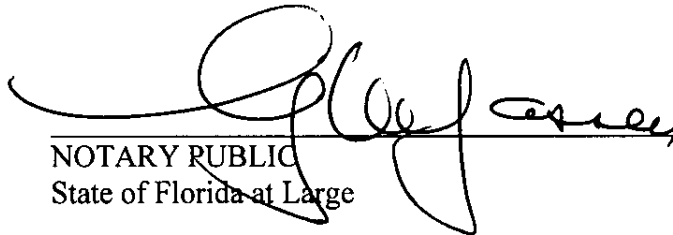


MOTHER CRISTINA GALVAN
4525 West 2nd Avenue
Hialeah, Florida 33012

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

On this 14 day of September, 2007, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MOTHER CRISTINA GALVAN, to me known to be the person whose name is subscribed to the within instrument and acknowledge that she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 14 day of September, 2007.




NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTABLE 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.



J. PATRICK FITZGERALD
REGISTERED AGENT

FILED
2001 SEP 28 P 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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