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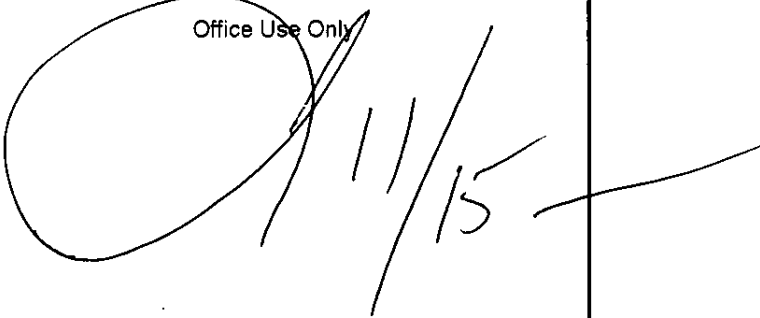
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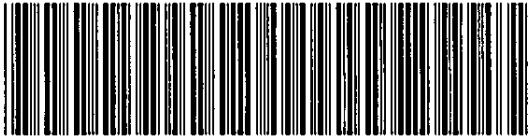
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 317393 81624A

AUTHORIZATION :

*Spuddean*

COST LIMIT : \$ 125.00

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ORDER DATE : November 14, 2007

ORDER TIME : 9:13 AM

ORDER NO. : 317393-005

CUSTOMER NO: 81624A  
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DOMESTIC FILING

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

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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

I, The Most Reverend Gerald M. Barbarito, for the purpose of forming a not-for-profit corporation pursuant to the authority of Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge and file the following Articles of Incorporation. My address is 9995 N. Military Trail, Palm Beach Gardens, FL 33410.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF PALM BEACH, INC. The principal office is 9995 N. Military Trail, Palm Beach Gardens, FL 33410 and the mailing address is Post Office Box 109650, Palm Beach Gardens, Florida 33410-9650.

ARTICLE II - PURPOSE

- (a) The general purpose of the Corporation shall be to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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.
- (b) The specific purpose of the Corporation shall be to solicit funds and donations from time to time to further the religious and charitable purposes and for the benefit of Catholic Charities of the Diocese of Palm Beach, Inc. and any trusts or foundation that may be created by the Diocese of Palm Beach to support charitable activities; to that end, to acquire and receive by purchase, donation, 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.
- (c) This Corporation is being formed as part of the religious and charitable ministry of the Catholic Church and therefore will operate under the supervision and direction of the Bishop of the Diocese of Palm Beach and as part of the mission of Catholic Charities.
- (d) 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.

- (e) 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.
- (f) 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 Gerald M. Barbarito, as Bishop of the Diocese of Palm Beach, his successors in office. Additional Members may be appointed or removed by the 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 110 Merrick Way, Suite 3-B, Coral Gables, FL 33134. 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 as prescribed in the corporate bylaws. All decisions of the Board of Directors shall be made by the majority vote of the

Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles. The initial Directors are the following:

Mary Cleary-Ierardi	293 Barcelona Road West Palm Beach, FL 33401
Diane Simowitz	1501 Marina Isle Way, No. 505 Jupiter, FL 33477
Rev. Thomas Barrett	9999 No. Military Trail Palm Beach Gardens, FL 33410
Guia Brown	10780 S.E. Jupiter Narrows Drive Hobe Sound, FL 33455

#### ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VIII - BYLAWS

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

#### ARTICLE IX - 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 Directors and approved by the Member. The Directors may remove any or all of the Officers, with or without cause, and at such time as the Directors may determine. The original Officers of the Corporation shall be the following:

President	Mary Cleary-Ierardi
Vice President	Diane Simowitz
Secretary	Rev. Thomas Barrett
Treasurer	Guia Brown

## 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 fo the State of Florida.

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

- (a) To solicit and acquire property for the benefit of Catholic Charities of the Diocese of Palm Beach, Inc. and any other trusts or foundations that may be created by the Diocese of Palm Beach to support charitable activities;
- (b) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- (c) 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 Internal Revenue 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 form 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 - 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 Members 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 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 Internal Revenue Code.


ARTICLE XIII - 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 XIV - AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only upon the direction of the Member(s) at a meeting called by the Member(s) for that purpose.

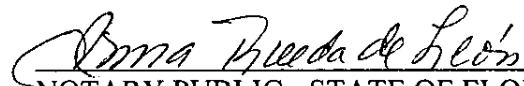
IN WITNESS WHEREOF, I have hereunto set my hand and seal as incorporator, this 9<sup>th</sup> day of November, 2007.

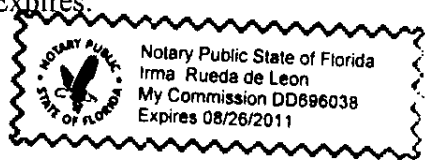
  
The Most Reverend Gerald M. Barbarito  
Bishop of the Diocese of Palm Beach

STATE OF FLORIDA )  
 )SS  
COUNTY OF PALM BEACH )

BEFORE ME, personally appeared Gerald M. Barbarito, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

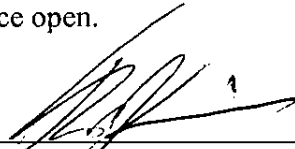
WITNESS my hand and official seal this 9<sup>th</sup> day of November, 2007.

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires:  
Printed Name:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-referenced 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

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