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FLORIDA PROFIT/NON PROFIT CORPORATION

St. Joseph Conference of the Society of St. Vincent

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
ST. JOSEPH CONFERENCE OF THE
SOCIETY OF ST. VINCENT DE PAUL, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (2007) and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is ST. JOSEPH CONFERENCE OF THE SOCIETY OF ST. VINCENT DE PAUL, INC. The corporation is sometimes referred to herein as the "Corporation" or the "Conference".

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is: 1200 S.E. 10th Street, Stuart, Florida 34996. The initial mailing address of the Corporation is: 1200 S.E. 10th Street, Stuart, Florida 34996.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are as follows:

Lawrence E. Crary III 555 Colorado Avenue
Stuart, Florida 34994

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(561) 287-2600

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Fla. Bar No.: 260414

ARTICLE V
OBJECTS, PURPOSES AND POWERS

"Inspired by Gospel values, the Society of St. Vincent de Paul (the "Society"), a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Frédéric Ozanam, and patron, Vincent de Paul. As a reflection of the whole family of God, Members, who are known as Vincentians, are drawn from every ethnic and cultural background, age group, and economic level. Vincentians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule. Organized locally, Vincentians witness God's love by embracing all works of charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served, because in them Vincentians see the face of Christ." [Mission Statement - National Council]

The Conference is the basic and essential grouping of the Society. The Primary Objective of the Conference shall be to provide its members opportunities for spiritual growth, fellowship and to serve people in need. Conferences adhere to The Rule of the St. Vincent de Paul Society, which in part states: "No work of charity is foreign to the Society." In keeping with this spirit, the persons to be helped and the works to be performed are determined by the Conference itself. The Conference may be established within a wide variety of social groups and settings, such as a parish, college or school, firm or company. Conferences are organized primarily to perform person-to-person service to those in need, but also may be organized for the performance of a specific special work.

The Conference provide services to individuals, without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap.

The Corporation may engage in any other activity which further these purposes or are ancillary or incident thereof, and may engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal

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Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE VI **PARAMOUNT AUTHORITY OF THE SOCIETY**

Should any Bylaw, rule or regulation adopted by the Conference conflict with The Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the International Council General or the National Council of the United States, then and in that event such Bylaws, rules or regulations should be void and of no effect. In addition, if the Conference appears to be part of the Society, but does not adhere to The Rule in terms of presidential terms, regular attendance at Council meetings, or otherwise does not maintain compliance with its approved aggregation papers, it shall not use the Society's name. Policies or Standing Operating Procedures can from time to time be adopted by a Conference at the local level if they do not conflict with anything stated above. "Robert's Rules of Order, Newly Revised" or other agreed upon forms of consensus building shall govern the Conference in all cases in which they are applicable. The Conference shall keep a copy of The Rule with these Bylaws.

ARTICLE VII **MEMBERS**

The Society is a Catholic lay organization open to all who wish to live their faith by loving and serving their neighbor.

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Conference membership is made up of:

Active Members (Full) are those who participate regularly in the prayer life, meetings, and charitable activities through personal contact with the poor of the Conference.

An Active Member accepts The Rule of the Society, belongs to the Catholic Church, and is received as a Vincentian brother or sister into the Conference by formal action. Only Active Members may hold office in the organization.

Associate Members are those affiliated with the Society by formal action of the Conference. Associate Members include those who sincerely and publicly accept the Society's Rule but may or may not belong to the Catholic Church, may or may not attend Conference meetings on a regular basis, nor engage in the works of the Society on a regular basis. Associate Members are kept informed of the developments and activities of their immediate groupings, as well as the general progress of the Society, particularly in the local area or diocese. They are invited to attend the general meetings and special observances of the Society and to participate in its charitable activities.

Contributing Members are those who regularly or in a substantial way provide in-kind or financial support but who do not engage directly in the Society's work. These members also are invited to the Society's general and festival meetings.

Non-discrimination Policy: The Conference actively seeks to recruit and retain volunteers without regard to race, creed (with the exception of active members), color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap.

Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VIII TERM

This Corporation shall exist perpetually.

ARTICLE IX BOARD OF DIRECTORS

The Corporation shall have an ex-officio Board of Directors consisting of the President, Vice-President, Secretary and Treasurer of the Conference. The Board of Directors shall be elected by the Members of the Corporation entitled to vote as provided in the By-Laws of the Corporation. The names and addresses of the first Board of

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Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
James Dudziak	8764 Retreat Drive Hobe Sound, FL 33455
Kenneth Ferguson	1240 SW Kevin Court Palm City, FL 34990
Lee Barna	973 SW Sand Oak Drive Palm City, FL 34990
Joann Powers	1355 Riverside Drive Stuart, FL 34996

ARTICLE X OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Members of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be members of the Board of Directors. The initial officers of the Corporation are:

President	James Dudziak
Vice President	Kenneth Ferguson
Secretary	Lee Barna
Treasurer	Joann Powers

ARTICLE XI INDEMNIFICATION

Every director, officer and member of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer or member of the Corporation, or any settlement thereof, whether or not

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he/she is a director, officer or member at the time such expenses are incurred, except in such cases wherein the director, officer or member is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Members of the Conference approve such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or member may be entitled.

ARTICLE XII
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XIII
BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation present at any annual or special meeting of the Members.

ARTICLE XIV
INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME

ADDRESS

James Dudziak

8764 Retreat Drive
Hobe Sound, FL 33455

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and caused these Articles of Incorporation to be executed this 5th day of December 2007.



James Dudziak

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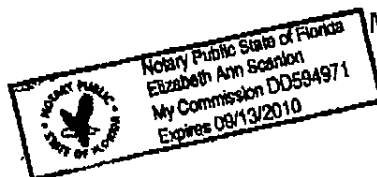
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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 5th day of December 2007, by James Dudziak, (PLEASE CHECK ONE OF THE FOLLOWING) ☐ who is personally known to me or ☐ who has produced FL. Driver License (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☐ did not take an oath. He subscribed the above Articles of Incorporation, and she/he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


Elizabeth Scanlon (Print Name)
NOTARY PUBLIC

(SEAL)



My Commission Expires:

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ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place (i.e., registered office) designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).


Lawrence E. Crary, III

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