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MATT TALBOT HOUSE, INC.

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DIVISION OF CORPORATIONS

Amended and Restated Articles of Incorporation of
Matt Talbot House, Inc.

16 FEB -5 AM 9:05

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATT TALBOT HOUSE, INC.
(A Florida Not for Profit Corporation)

NO8000001261

RESOLVED, that the Articles of Incorporation of Matt Talbot House, Inc. be amended and restated to read in their entirety as follows:

ARTICLE I
NAME

The name of the Corporation shall be Matt Talbot House, Inc. It may be referred to herein as either "Matt Talbot House," or the "Corporation."

Principal place of business address:
1603 NW 7th Ave
Miami, Florida 33136

ARTICLE II
PURPOSE

This Corporation is committed to the teachings of Jesus Christ, the Roman Catholic Church and the Mission of the Hospitaller Order of St. John of God. It strives to provide Christian hospitality and respect for life through direct services of food, clothing, shelter, addiction counseling, and health care to the poor and homeless of South Florida.

- a. The general purpose of the Corporation is to operate exclusively as a religious Corporation performing charitable works including, but not limited to, providing shelter and services especially designed to meet the physical, social and psychological needs of the homeless and to promote their health, security and usefulness and to manage, operate, own, lease and generally to do everything and anything necessary, expedient or incidental to the maintaining of charitable activities in Miami-Dade County, Florida.
- b. The general purpose for which this Corporation is formed is 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.
- c. This Corporation shall not, as substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by

Amended and Restated Articles of Incorporation of
Matt Talbot House, Inc.

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.
- e. This Corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; to receive by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter its Bylaws, from time to time, hereafter adopted; to carry on fundraising campaigns to solicit for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors or pursuant to the Bylaws shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE III
QUALIFICATIONS FOR MEMBERS
AND THE MANNER OF THEIR ADMISSION

Membership in the Corporation shall, at all times, be limited to the Provincial and his Council of the Hospitaller Order of St. John of God - Province of the Good Shepherd in North America. Membership in the Corporation may be assigned by the Members to another Catholic organization.

ARTICLE IV
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members acting in accordance with the General Statutes of the Hospitaller Order of St. John of God and any other provision in these Articles or the Bylaws of the Corporation that are in conflict shall be superseded by these:

- a. The Members will articulate and mediate the operating philosophy and mission statement that underlie the charitable ministry of the Corporation. Included within this reserved power shall be all decisions regarding major policy changes and long-range planning.

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Matt Talbot House, Inc.

- b. Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of beyond what is stated in the Bylaws without the express written approval of the Members.
- c. The Corporation shall not be merged, consolidated or dissolved without the express written approval of the Members.
- d. The Bylaws of the Corporation shall not be altered, revised or amended without the express written approval of the Members.
- e. The Members shall approve the appointment of all Directors.
- f. Members may remove any Director at any time for any reason which the Membership, in its sole discretion, deems is in the best interests of the Corporation.
- g. The Members shall approve the appointment and removal of the legal Counsel of the Corporation, and the outside auditor.

ARTICLE V
DURATION/COMMENCEMENT OF EXISTENCE

This Corporation shall have perpetual existence. This Corporation shall be deemed to commence its existence on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE VI
LIMITATIONS ON ACTIVITIES

- a. 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 provided; however, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or intervention in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.
- b. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, 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 Internal Revenue Code, or by an organization contributions to which are deductible under

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Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE VII
BOARD OF DIRECTORS

- a. The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws.
- b. The Board of Directors shall hold meetings at such time and place as described in the Bylaws.
- c. 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.

ARTICLE VIII
OFFICERS

The Corporation shall have a President, a Secretary, and a Treasurer. A person may hold more than one office at one time.

ARTICLE IX
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 X
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law of the Roman Catholic Church, the ethical and religious directives of the U.S. Conference of Catholic Bishops, the mission and philosophy of the Hospitaller Order of St. John of God, and the provision of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to the Hospitaller Order of St. John of God - Province of the Good Shepherd in North America, Inc., an Illinois Corporation, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the

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Matt Talbot House, Inc.

16 FEB -5 AM 9:05

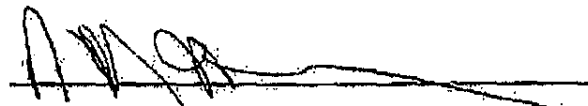
time of such disposition, or if not still exempt, then to such organization or educational, scientific or religious purposes which, at the time of such disposition, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, modified or revoked only by the Members. These Amended and Restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption by the Members.

The foregoing resolution was adopted at a duly and called meeting of the Members of the Corporation held on the 23rd day of September, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of January, 2016.



Reginald A. Howson
Provincial, Hospitaller Order of St. John of God -
Province of the Good Shepherd in North America

Attest:



President of the Corporation

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Amended and Restated Articles of Incorporation of
Matt Talbot House, Inc.

The date of each amendment(s) adoption: September 23, 2015.

Effective date if applicable:

(No more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the Members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There were no Members or Members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Dated: 1/28/16

Signature: [Signature]

(By the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court-appointed fiduciary by that fiduciary)

[Signature]

President of the Corporation

MTH/13-16/Corporation/TH/Articles, Amended, 10.26.2015