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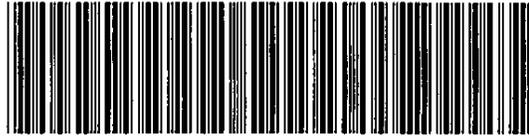
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February 15, 2008

Florida Division of Corporations  
Attn: New Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: 1) The Franciscans of Fort Lauderdale, An Ecumenical Catholic Community, Inc., 2) The Franciscans of Fort Lauderdale, Inc., and 3) Saints Francis and Clare Parish, of the Ecumenical Catholic Communion, Inc.

Gentlemen:

I am submitting new articles for filing together with a check to cover the necessary fees for your consideration.

Please file the enclosed Articles of Incorporation for Sts. Francis and Clare Parish and The Franciscans of Fort Lauderdale, an ECC, at your earliest convenience upon receipt.

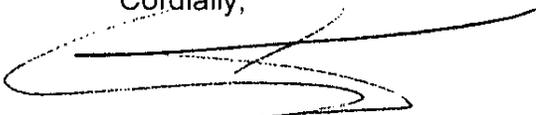
I have enclosed two original copies of the articles so that you will have one to return to me with the "date stamp" of the division evidencing the filing of the papers. Also enclosed is a stamped envelope for your use in sending back the "duplicate original" with the division "date filed" stamp on it.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

I have also enclosed the articles of dissolution for The Franciscans of Fort Lauderdale, Inc. Please file and return one of the originals evidencing the "date stamp" back to me. I do not require the certified copy.

Thanks for your help with these incorporations and the dissolution.

Cordially,

  
Conrad S. Kulatz, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
**THE FRANCISCANS OF FORT LAUDERDALE,**  
**AN ECUMENICAL CATHOLIC COMMUNITY, INC.**

**ARTICLE I - CORPORATE NAME**

The name of this Corporation is: The Franciscans of Fort Lauderdale, an Ecumenical Catholic Community, Inc. and it is located at 1785 N.W. 39<sup>th</sup> Place, Oakland Park, FL 33309.

**ARTICLE II - CORPORATE NATURE**

This is a nonprofit corporation, organized for general religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

(a) The Corporation is founded for the purpose of maintaining and promoting religious worship according to the general usages of the Catholic Church; to worship God; to believe in, and to disseminate religious principles proclaimed by Jesus Christ, the Apostles, and their successors, and the realization of these truths in the lives of the individual, the family and the community. The source of these religious truths is Holy Scripture, and foremost the New Testament, expounded authoritatively by the first Four Ecumenical Councils of the Christian Church (Nicea, Constantinople, Ephesus and Chalcedon), and furthermore by the General and Special Synods of the Catholic Church.

(b) for the advancement of religious and charitable purposes and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

(c) solicit and accept gifts of money or property in order to carry out the purposes as set forth herein.

(d) to operate exclusively in any other manner 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 1954, as amended, or under any corresponding provisions of any subsequent federal or state tax laws, covering distributions to organizations under the Internal Revenue Code, including private foundations and private operating foundations.

#### **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

This corporation shall be under the jurisdiction of the Franciscans and the Ecumenical Catholic Church and its lawfully elected or appointed successor. In matters of a material, economic and social nature, the members of the Franciscans shall have the control and management thereof, subject to the provisions of the Constitution and Laws of the State of Florida. The Corporate Committee shall consist of the Pastor, a President, Vice President, Secretary, Treasurer, and not less than three (3) Directors, unless otherwise prescribed by law, all of whom shall be members, in good standing, of this Church. The Officers and Directors of this Church shall be elected at the annual meeting to hold office for the ensuing year and until others are chosen and qualified in their stead. A vacancy or vacancies in any of such offices shall be filled by the Corporate Committee by appointment. Any action required or permitted to be taken by the Corporate Committee under any provision of law may be taken without a meeting, if all members of the Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Committee. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Corporate Committee without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Committee members so to do. Such a statement shall be prima facie evidence of such authority. The

names and addresses of such initial members of the Board of Directors are as follows:

1. Joseph C. Spina, OSF  
1785 NW 39<sup>th</sup> Place  
Fort Lauderdale, FL 33309
2. Vincent Treglio OSF  
4715 Jackson Street  
Hollywood, Florida 33021
3. Peter Sanchez, OSF  
9340 Fountainbleau Blvd.  
Miami, Florida 33172

(b) Corporate Officers; the members shall elect the following officers: President; Vice President; Secretary; Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Initially, such officers shall be elected at the first annual meeting. Until such election is held, the following persons shall serve as corporate officers:

**President:**

Joseph C. Spina, OSF  
1785 NW 39<sup>th</sup> Place.  
Fort Lauderdale, FL 33309

**Vice President:**

Vincent Treglio  
4715 Jackson Street  
Hollywood, FL 33021

**Secretary:**

Peter Sanchez, OSF  
9340 Fountainbleau Blvd.  
Miami, Florida 33172

**Treasurer:**

Estelle C. Filippelli, SFO  
6391 Sagewood Way  
Delray Beach, FL 33484

**ARTICLE VI - EARNINGS & ACTIVITIES OF CORPORATION.**

(a) No part of the net cash flow or earnings, if any, or assets of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that 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 set forth in Article IV hereof.

(b) 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 for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VII - DISTRIBUTION OF ASSETS**

This Corporation shall not be liquidated, and title to Corporate property shall not be transferred without the written consent of the Ecumenical Catholic Communion. Upon liquidation of this Corporation or its cessation, or title to the property of this Corporation being unlawfully transferred, then all of its legally acquired or accumulated funds, moneys and property, whether real or personal, shall revert and become the property of the Ecumenical Catholic Communion in accordance with the provisions and statutes for the purposes of the Communion, in such manner as shall at the time qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

#### **ARTICLE VIII - MEMBERSHIP**

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such

rules and regulations as the Corporate Committee may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an application approved by the membership committee, for approval and acceptance by The Corporate Committee.

#### **ARTICLE IX - SUBSCRIBERS**

The name and residence address of the Subscriber of this corporation are as follows:

Joseph C. Spina, OSF  
1785 NW 39<sup>th</sup> Place  
Fort Lauderdale, Florida 33309

#### **ARTICLE X - AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitation set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Corporate Committee, or by following the procedure set forth therefor in the Bylaws.

#### **ARTICLE XI - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or the benefit of any private individual.

#### **ARTICLE XII - REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 633 SE 3rd Ave.,

