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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**st. andrew's residence of the diocese of southeast f**

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June 26, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ST. ANDREWS RESIDENCE OF THE DIOCESE OF SOUTHEAST FLORIDA, INC.  
REF: W08000030799

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please indicate the manner that the DIRECTORS are elected.

The registered agent's signature is required.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

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P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
ST. ANDREW'S RESIDENCE OF THE DIOCESE OF SOUTHEAST FLORIDA, INC.**

The undersigned, acting as Incorporator of a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

A. The name of the Corporation shall be St. Andrew's Residence of the Diocese of Southeast Florida, Inc., referred to herein as "the Corporation."

B. The Corporation shall have perpetual existence.

C. The principal office of the Corporation shall be located at 525 N.E. 15<sup>th</sup> Street, Miami, Florida 33132.

D. The initial registered agent of the Corporation shall be Mercedes Busto, whose post office address is 1450 Brickell Bay Drive, Suite 2007, Miami, Florida 33131. The initial registered office of the Corporation shall be 1450 Brickell Bay Drive, Suite 2007, Miami, Florida 33131.

**ARTICLE II**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefulness in longer living.

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the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a non-profit basis.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### ARTICLE III

The Corporation is empowered:

A. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, located at 209 Fern Street, West Palm Beach, Florida 33401.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

C. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as the mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

D. So long as the mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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.

#### ARTICLE IV

A. The number of directors of the Corporation shall be seven (7). The original directors and

the term for which each will serve are set forth below:

<u>Name</u>	<u>Term</u>
The Right Reverend Leopold Frade, Bishop of the Diocese of Southeast Florida ("the Diocese")	Until his successor shall have qualified.
The Reverend Martin W. Zlatic, President of the Standing Committee of the Diocese	Until his successor shall have qualified.
Thomas G. O'Brien III, Secretary of the Diocese	Until his successor shall have qualified.
Tom Huston, Jr., Treasurer of the Diocese	Until his successor shall have qualified.
Mercedes Busto, Chancellor of the Diocese	Until her successor shall have qualified.
The Venerable Bryan Hobbs, Archdeacon for Congregational Ministry of the Diocese	Until his successor shall have qualified.
Cris Valdes, Chief Operating Officer of the Diocese	Until her successor shall have qualified.

B. The directors shall serve without compensation.

C. The directors shall be elected or appointed as provided by the By-Laws. The directors shall, at all times, be limited to (1) the officers of the Diocese of Southeast Florida ("the Diocese"), and (2) individuals who have the approval of the Executive Board. In the event that a director of the Corporation ceases to be an officer of the Diocese, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

D. The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

E. The annual meeting shall be held on the third or the fourth Tuesday in November of each year, to coincide with the November meeting of the Executive Board of the Diocese.

#### ARTICLE V

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

#### ARTICLE VI


So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

#### ARTICLE VII

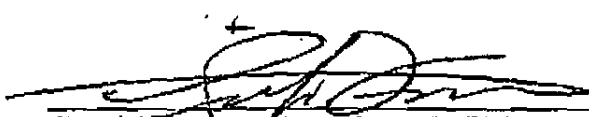
The Corporation shall not encumber, sell, alienate, transfer or convey real property without the consent of the Executive Board of the Diocese.

The undersigned Incorporator has executed these Articles of Incorporation on the 24 day of June, 2008.

Incorporator:

  
The Right Reverend Leopold Frade, Bishop of the  
Diocese of Southeast Florida  
525 N.E. 15<sup>th</sup> Street  
Miami, Florida 33132

Pursuant to the provisions of Canon XX, Section 6 of the Diocese of Southeast Florida, the foregoing Articles of Incorporation of St. Andrew's Residence of the Diocese of Southeast Florida, Inc. are hereby approved.

  
The Right Reverend Leopold Frade, Bishop

Date: 6-24-08

The Executive Board of the Diocese of  
Southeast Florida

By 

The Right Reverend Leopold Frade, Bishop

Date: 6-24-08

The Standing Committee of the Diocese of  
Southeast Florida

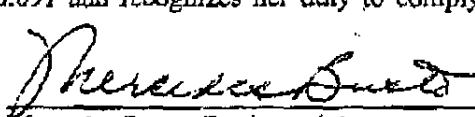
By \_\_\_\_\_

The Reverend Martin W. Zlatic, Chairman

Date: \_\_\_\_\_

#### ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent of St. Andrew's Residence of the Diocese of Southeast Florida, Inc., a Florida Not-for-Profit Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes her duty to comply with such provision.

  
Mercedes Busto, Registered Agent  
1450 Brickell Bay Drive, Suite 2007  
Miami, Florida 33131