

NO8000007049

(Requestor's Name)

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☐ PICK-UP

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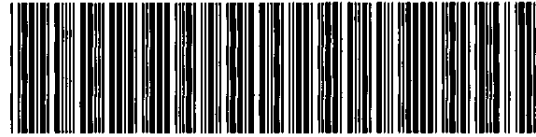
(Business Entity Name)

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[Handwritten signature]
7/28-

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Our Lady of Good Council
Camp, Inc.*

Signature _____

Requested by: *WR*

Name _____

Date *7/25*

Time *8:30*

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

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**ARTICLES OF INCORPORATION
OF
OUR LADY OF GOOD COUNSEL CAMP, INC.**

We, the undersigned, with other persons being desirous of forming a corporation for religious purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of the Corporation shall be **Our Lady of Good Counsel Camp, Inc.** and its address is 8888 East Gobbler Drive, Floral City, FL 34436.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IV
PURPOSES**

The Corporation is organized as a not-for-profit organization exclusively for religious purposes. The purposes include:

- A. To develop, operate and maintain a camp to serve the youth and adults for outdoor activities and retreats within the jurisdiction of the Catholic Diocese of St. Petersburg, as well as other ministry as the Board of Directors may decide.
- B. To establish, receive and maintain a fund or funds for the operational support of the ministry and to that end, the Corporation may take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to the amount or value, and to manage, administer, invest, reinvest and dispose of the same. The Corporation may also administer other funds, including endowment funds, and may from time to time pay and apply the funds and property of the Corporation, including principal as well as income thereof, for the support of this ministry.
- C. The Corporation is irrevocably dedicated to and operated exclusively for religious and non-profit purposes.

ARTICLE V POWERS

The Corporation is empowered to do and perform all reasonably necessary acts to accomplish the purposes of the Corporation as permitted for non-profit Corporations under Chapter 617, Florida Statutes, including, but not limited to:

- A. To buy, own, sell, convey, lease, assign, mortgage, or encumber any interest in real estate in personal property and to construct, maintain, and operate improvements that are necessary or incident to the accomplishments set forth herein.
- B. To borrow money and issue evidence of indebtedness, as well as receive grants from private or public funding sources in furtherance of any or all of the purposes of this Corporation and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

ARTICLE VI QUALIFICATION OF MEMBER

The Member of this Corporation shall be The Most Reverend Robert N. Lynch, as Bishop of the Diocese of St. Petersburg, and his successors in office, including any *administrator sede vacante*.

ARTICLE VII POWERS RESERVED TO MEMBER

The Corporation is an Apostolate of the Roman Catholic Diocese of St. Petersburg and as such, Canon Law requires that certain rights should be reserved to the Member, as a member of the Corporation. Therefore, the following rights are specifically reserved to the Member:

- A. The operation philosophy of the Corporation shall be approved by the Member and shall be consistent with the teachings and tenets of the Roman Catholic Church.
- B. The Corporation will not be merged or dissolved without the express written approval of the Member
- C. Corporate real property may not be sold, conveyed, leased, or encumbered without the express certain consent of the Member.
- D. Any additional rights reserved in the Bylaws.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

The Most Reverend Robert N. Lynch
Bishop of the Diocese of St. Petersburg
6363 Ninth Avenue North
St. Petersburg, Florida 33710

**ARTICLE IX
BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have five Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the By-Laws but shall never be less than three. The Member of this Corporation shall appoint and remove the Directors with or without cause in his sole discretion.

The names and addresses of the persons who are to serve as Directors for the ensuing years, shall include:

Rev. Msgr. George Cummings
1449 West Evergreen Drive
Citrus Springs, FL 34434

Rev. James Johnson
550 U.S. Hwy 41 South
Inverness, FL 34450

Fr. Robert Morris
6363 Ninth Avenue North
St. Petersburg, FL 33710

Frank Murphy
6363 Ninth Avenue North
St. Petersburg, FL 33710

Mark Algeo
1506 Eden Drive
Inverness, FL 34450

**ARTICLE X
OFFICERS**

- A. The officers of the Corporation shall be a President, a Secretary, a Treasurer, may include one or more Vice-President, one or more Vice-Presidents, a Secretary, a Treasurer, and any additional officers as may be established by the Board of Directors. A person may hold more than one office at one time. Officers need not be directors of the Corporation.
- B. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws and shall hold office until a successor has been elected.

ARTICLE XI BY-LAWS

The directors of this Corporation shall adopt the By-Laws for the conduct of the Corporation's business and the carrying out of its purposes, which must be approved by the Member. The By-Laws may be amended, altered or rescinded by the directors of this Corporation at any regular meeting or special meeting called for that purpose, but any amendment must be approved by the Member.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended by the directors of this Corporation at any regular or special meeting called by the directors for that purpose, but any amendment must be approved by the Member.

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, the religious directives of the Diocese of St. Petersburg, applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and By-Laws of this Corporation.

ARTICLE XIV LIMITATIONS ON ACTIVITIES

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its Member, Directors, Officers, or other private persons, except 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 of this Corporation. 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code in 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV 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 similar organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of the 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 dissolutions or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

ARTICLE XVI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4514 Central Avenue, St. Petersburg, Florida 33711, and the name of the initial registered agent of this Corporation at the address is Joseph A. DiVito, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 14th day of July, 2008, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.


The Most Reverend Robert N. Lynch
Bishop of the Diocese of St. Petersburg

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of July, 2008, by The Most Reverend Robert N. Lynch, Bishop of the Diocese of St. Petersburg, who is personally known to me, and who acknowledged before me that he executed and subscribes to these Articles of Incorporation.




NOTARY PUBLIC

My Commission expires: March 11, 2012

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process on behalf of the above-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.


JOSEPH A. DIVITO, ESQ.
Registered Agent

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