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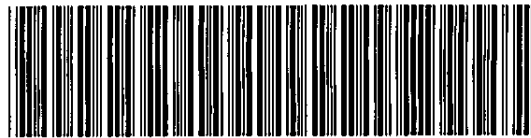
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 731952 81624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 23, 2008

ORDER TIME : 10:15 AM

ORDER NO. : 731952-010

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: CARDINAL NEWMAN HIGH SCHOOL,  
INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF CARDINAL NEWMAN HIGH SCHOOL, INC.,  
a Florida not-for-profit corporation**

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The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the Corporation is as follows: Cardinal Newman High School, Inc., a Florida not for profit corporation, hereinafter referred to as "Corporation".

**ARTICLE 2  
ADDRESS**

The address of the principal office and the mailing address of the Corporation is 512 Spencer Drive, West Palm Beach, Florida 33409.

**ARTICLE 3  
TERM AND COMMENCEMENT OF EXISTENCE**

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

**ARTICLE 4  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: J. Patrick Fitzgerald & Associates, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The name of its initial registered agent at that address is: J. Patrick Fitzgerald, Esquire.

**ARTICLE 5  
MEMBER**

The sole Member of this Corporation shall be The Most Reverend Gerald M. Barbarito, D.D., J.C.L., as Bishop of the Diocese of Palm Beach, and his successors in office, hereinafter referred to as "Bishop".

**ARTICLE 6  
SUBSCRIBERS**

The name and residence of the subscriber to these Articles of Incorporation is:

Most Reverend Gerald M. Barbarito, D.D., J.C.L.  
Bishop of the Diocese of Palm Beach  
P. O. Box 109650  
Palm Beach Gardens, FL 33410-9650

## **ARTICLE 7 RESERVATION OF POWERS TO MEMBER**

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- (a) The operating philosophy of the Corporation shall be approved by the Member;
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- (c) The Corporation may not be merged or dissolved without the express written approval of the Member; and
- (d) Any additional rights as provided for in the Bylaws

## **ARTICLE 8 PURPOSES**

A. The specific and primary purpose for which this Corporation is formed is to establish and maintain a Secondary (High School) Catholic learning institution for the instruction of students in religion, the arts, science, literature, and all branches of a thorough education, with authority to grant diplomas and degrees.

B. The general purposes for which this corporation is formed are to establish, receive and maintain a fund or funds for the operational support of the Learning Institution; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the support of the Learning Institution.

C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same.

D. To the extent permitted by law, to do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

## **ARTICLE 9 LIMITATIONS ON ACTIVITIES**

The Corporation shall be operated exclusively for religious and educational purposes as a not for profit corporation within the meaning of section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to, its members, 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 the Corporation. No substantial part of the activities of the Corporation shall be the carrying on 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 provision 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 Code of 1986 (or the corresponding provision of any future United States Internal deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal revenue Law).

## **ARTICLE 10 TAX EXEMPT STATUS**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code and which is other than a private foundation as defined in section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under section 501(c)(3) of the Code. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE 11 DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the sole 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 the Member, or any officer or director of this Corporation, provided, however, that 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 Code.

## **ARTICLE 12 BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have four Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three nor more than twenty. The sole Member of this Corporation shall appoint the Directors. The sole Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the Corporation are:

Rev. Charles Notabartolo, V.G.  
Diocese of Palm Beach  
P. O. Box 109650  
Palm Beach Gardens, FL 33410-9650

Sister Joan Dawson, OSF  
Diocese of Palm Beach  
P. O. Box 109650  
Palm Beach Gardens, FL 33410-9650

Lorraine Sabatella  
Diocese of Palm Beach  
P. O. Box 109650  
Palm Beach Gardens, FL 33410-9650

Denis A. Hamel, CPA  
Diocese of Palm Beach  
P. O. Box 109650  
Palm Beach Gardens, FL 33410-9650

### **ARTICLE 13 OFFICERS**

A. The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and any other Officers and Assistant Officers as may be provided for in the bylaws or by resolution of the Board of Directors. A person may hold more than one office at one time.

B. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Reverend David W. Carr	President
John F. Clarke	Vice-President
Denis A. Hamel, CPA	Treasurer
Sister Joan Dawson, OSF	Secretary

C. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.



### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Cardinal Newman High School, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

  
\_\_\_\_\_  
J. Patrick Fitzgerald, Esquire  
Registered Agent

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