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Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Santa Fe Catholic High School, Inc.

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**ARTICLES OF INCORPORATION
OF
SANTA FE CATHOLIC HIGH SCHOOL, INC.**

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 **Santa Fe Catholic High School, Inc.**, and its address is 3110 Highway 92 East, Lakeland, FL 33801.

**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
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 power to appoint members to the Board of Directors and to remove such appointed persons with or without cause;

(b) The power to establish or change the basic philosophy or the statement of purpose of the School;

(c) The power to amend the Articles of Incorporation or the Bylaws;

(d) The power to dissolve the Corporation;

(e) The power to limit the sale, lease or transfer of all or substantially all of the real property and assets of the Corporation;

(f) The power to merge or consolidate the Corporation with any other not for profit foundation or corporation;

(g) The power of appointment of the Corporation's President and confirmation of the Vice President by the Board of Directors;

(h) The power to confirm the sale, borrowing, leasing, encumbering, mortgaging, hypothecation or restriction of any real or personal property of the corporation which may have a value in excess of Fifty Thousand Dollars (\$50,000.00);

(i) The power to appoint/engage legal counsel and an auditor; and

(j) Any additional rights as may from time to time be provided for in the Bylaws.

ARTICLE V **PURPOSES**

This Corporation is organized and shall be i) operated exclusively for religious and educational purposes, ii) subject to and operated exclusively for religious and educational purposes, iii) subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and iv) operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church and the policies and rules of the Roman Catholic Diocese of Orlando ("Diocese"), which is recognized by the Code of Canon Law as a portion of the people of God which is entrusted to the Bishop of the Diocese who is the person duly appointed, according to the norm of canon law, in whom the governance of the Diocese is vested ("Bishop."). Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated as a secondary (high school) school (the "School") for the instruction of students in religion, math, the arts, science, literature, languages, technology and such other subjects as may be necessary or appropriate to provide a comprehensive education, as determined by the Member, as hereinafter defined, and/or the Directors of the Corporation from time to time. 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 VI **QUALIFICATION OF MEMBER**

The Member of this corporation shall be the Most Reverend Thomas G. Wenski, as Bishop of the Diocese of Orlando, and his successors in office.

ARTICLE VII
INCORPORATORS

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

The Most Reverend Thomas G. Wenski
Bishop of the Diocese of Orlando
50 East Robinson Street
Orlando, Florida 32801

ARTICLE VIII
OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, any additional Assistant Secretaries or Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. 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>
Rev. Matthew Mello	President
Sr. Elizabeth Worley	Vice President
Dr. Nicholas Wolsonovich	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE IX
BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) 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 or more than nine. The Member of this corporation shall appoint the Directors. The 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.

ARTICLE X
BYLAWS

The Member of this corporation shall adopt the Bylaws for the conduct of the corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the Member of this corporation at any regular meeting or special meeting called for that purpose.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended by the Member of this corporation at any regular or special meeting called by the Member for that purpose.

ARTICLE XII
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 Orlando, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XIII
LIMITATIONS ON ACTIVITIES

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 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 or 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 Code), or by an organization contributions to which are 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 XIV
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 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 dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (c)(3) of the code.

ARTICLE XV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 East Robinson Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at the address is Sr. Elizabeth Worley, S.S.J.

[SIGNATURES ON THE NEXT PAGE]

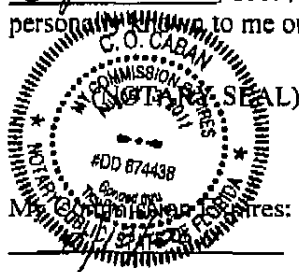
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 20 day of April, 2009, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

+ Thomas G. Wenski;

Most Reverend Thomas G. Wenski
Bishop of the Diocese of Orlando

STATE OF FLORIDA)
)
COUNTY OF Orlando) ss.

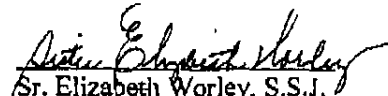
The foregoing instrument was acknowledged before me this 20th day of April, 2009, by Thomas G. Wenski as Bishop of the Diocese of Orlando, [X] who is personally known to me or [] who has produced _____ as identification.



C.O. Caban
NOTARY PUBLIC, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process 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.


Sr. Elizabeth Worley, S.S.J.
Registered Agent

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