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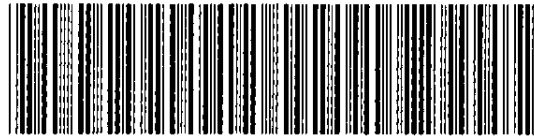
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7. State SEP 9 2009

**CAPITAL CONNECTION, INC.**

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Diocese of Venice  
In Florida, Inc

- 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 \_\_\_\_\_
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Signature \_\_\_\_\_

Requested by: Seth 9/8 3:00

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
DIOCESE OF VENICE IN FLORIDA, INC.**

We, the undersigned, with other persons being desirous of forming a corporation for charitable 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 Diocese of Venice in Florida, Inc., and its address is 1000 Pinebrook Rd, Venice, FL 34285.

**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 specific purposes of the corporation are:

- A. To implement specific Pastoral services and programs; offer administrative support for clergy, religious and lay members of the Catholic Diocese of Venice in Florida, including its parishes and missions; offer administrative and Pastoral support for Diocesan educational entities, Catholic charities, low income housing, and other; specifically including the ability to establish, receive and maintain a fund or funds for such Pastoral services and programs. 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 the Pastoral services and programs of the Diocese of Venice (Diocese).
- B. 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.

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- C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.
- D. To carry out all other purposes authorized under the laws of the State of Florida and under the Code of Canon Law.
- E. Option I: In order to better comply with the letter and spirit of the Code of Canon Law and to insure that the reality that the Diocese and parish are distinct and separate juridic personalities under the laws of the Roman Catholic Church are mirrored by their civil organizational structure, the corporation is formed.

**ARTICLE V  
QUALIFICATION OF MEMBER**

The sole member of this corporation shall be The Most Reverend Frank J. Dewane, as Bishop of the Diocese of Venice, and his successors in office. In the absence of a Bishop, the sole member of this corporation shall be the administrator *sede vacante*.

**ARTICLE VI  
SUBSCRIBERS**

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

The Most Reverend Frank J. Dewane  
Bishop of the Diocese of Venice  
1000 Pinebrook Rd  
Venice, FL 34285

**ARTICLE VII  
BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three 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 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:

The Most Reverend Frank J. Dewane  
Bishop of the Diocese of Venice  
1000 Pinebrook Rd  
Venice, FL 34285

Reverend Edward D Moretti  
Vicar General of the Diocese of Venice  
Diocese of Venice  
1000 Pinebrook Rd  
Venice, FL 34285

Dr. Volodymyr Smeryk  
Chancellor of the Diocese of Venice  
1000 Pinebrook Rd  
Venice, FL 34285

**ARTICLE VII  
OFFICERS**

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws or as may be elected by the Board of Directors. A person may hold more than one office at one time.

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:

<b>NAME</b>	<b>OFFICE</b>
The Most Reverend Frank J. Dewane	President
Reverend Edward D. Moretti	Vice President
Dr. Volodymyr Smeryk, Chancellor	Secretary
Mr. Brad Watson	Treasurer

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

**ARTICLE IX  
BY-LAWS**

The sole member of this corporation shall adopt the By-Laws for the conduct of the corporation's business and the carrying out of its purposes as he may deem necessary.

The By-Laws may be amended, altered or rescinded by the sole member of this corporation at any regular meeting or special meeting called for that purpose.

**ARTICLE X  
AMENDMENTS**

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

**ARTICLE XI  
CONDUCT OF AFFAIRS**

The business and affairs of the corporation shall be conducted in a manner consistent with civil law and the code of Canon Law, the religious directives of the Diocese of Venice in Florida, applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and By-Laws of this corporation.

**ARTICLE XII  
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 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).


**ARTICLE XIII  
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 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 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 XIV  
INITIAL REGISTERED OFFICE AND AGENT**

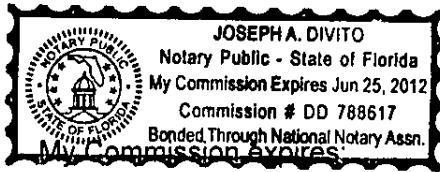
The street address of the initial registered office of this corporation is 4514 Central Avenue, St. Petersburg, Florida 33711, and the name of the initial registered agent of this corporation at the address is Joseph A. DiVito, Esquire.


IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 24 day of AUGUST, 2009, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

  
The Most Reverend Frank J. Dewane  
Bishop of the Diocese of Venice in Florida

STATE OF FLORIDA  
COUNTY OF SARASOTA


The foregoing instrument was acknowledged before me this 24 day of August, 2009, by The Most Reverend Frank J. Dewane, Bishop of the Diocese of Venice in Florida, who is personally known to me and who acknowledged before me that he executed and subscribes to these Articles of Incorporation.



  
NOTARY PUBLIC

**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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