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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Catholic Cemeteries of Central Florida Holdings, Inc**

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**Articles of Incorporation for  
Catholic Cemeteries of Central Florida Holdings, Inc. ("Articles")  
A Florida Not For Profit Corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of section 617.0202, Florida Statutes, for the purpose of forming a Florida not for profit corporation, hereby certifies and adopts the following Articles:

**ARTICLE I - Name**

The name of the Corporation is: Catholic Cemeteries of Central Florida Holdings, Inc. ("Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The physical address and the mailing address of the principal office of the Corporation is 50 East Robinson Street, Orlando, Florida 32801.

**ARTICLE III - Purpose**

A. This Corporation is formed as part of the social and spiritual ministry of the Roman Catholic Diocese of Orlando, Florida (the "Diocese"). It is organized and shall be operated exclusively for charitable, religious, and/or educational purposes, and shall be 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 (the "Tax Code"), and shall be operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church ("Canon Law") and the policies of the Diocese. Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated for the purpose of:

- (1) furthering and supporting the work of the Diocese and its affiliated entities;
- (2) carrying out the religious, charitable and educational work of the Diocese and the Roman Catholic Church;
- (3) establishing Roman Catholic cemeteries throughout the jurisdiction of the Diocese;
- (4) providing proper asset management and support to Roman Catholic cemeteries located within the Diocese;
- (5) providing for the current and future needs of the Diocese and its affiliated entities by issuing monetary and/or in kind grants; and

(6) conducting any and all legal business and purposes consistent with the laws of the State of Florida.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that 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 set forth in this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under section 501(a) of the Tax Code, as an organization described in section 501(c)(3) thereof. Therefore, the Corporation shall not engage in or otherwise carry out any activity that would result in a loss of its status as a tax exempt entity under section 501(c)(3) or any other applicable sections of the Tax Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

#### **ARTICLE IV - Directors**

The board of directors ("Board") shall be appointed and removed by the Sole Member, as provided in the Corporation's bylaws ("Bylaws").

#### **ARTICLE V - Powers**

The Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as may be hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as tax exempt organizations under section 501(c)(3) of the Tax Code are not permitted to engage, or any activity that is inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and the Diocese.

#### **ARTICLE VI - Registered Office and Agent**

The street address of the registered office of the Corporation is 50 East Robinson Street, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is Brian Joseph, Chief Financial Officer of the Diocese.

### **ARTICLE VII – Incorporator**

The name and mailing address of the incorporator of the Corporation is as follows:

**Name:** Alberto S. Bustamante, III, Esquire

**Address:** Baker & Hostetler LLP, 200 South Orange Avenue, Suite 2300, Orlando,  
Florida 32801.

### **ARTICLE VIII – Term of Existence**

The Corporation shall exist perpetually, unless the Corporation is dissolved, merged or consolidated pursuant to the terms of the Bylaws and the laws of the State of Florida.

### **ARTICLE IX – Sole Member**

The Corporation shall have a single member, which shall be the Bishop of the Diocese (defined herein) ("Sole Member"). In accordance with the doctrine of the "corporation sole," this membership is vested in the perpetual existence of the office of the Bishop of the Diocese and, therefore, the rights of this membership, under Florida law and as enumerated herein and in the Bylaws, may be exercised by the current Bishop of the Diocese at any given time.

### **ARTICLE X – Amendment to Articles**

These Articles may be altered, amended or repealed by the Sole Member in the manner provided by law, provided that such amendments to the Articles shall be in compliance with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and of the Diocese, and of any federal or state law as is, or may hereafter be, applicable.

### **ARTICLE XI – Bylaws**

A. At the initial meeting of the Corporation, the Sole Member may adopt such Bylaws for conducting the Corporation's business and carrying out its purposes as the Sole Member may deem necessary, provided the same shall not be inconsistent with these Articles, contrary to the laws of the State of Florida or the United States, or inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and/or the Diocese.

B. The Bylaws may be altered, amended, or repealed by the Sole Member in accordance with the terms of the Bylaws.

### **XII – Dissolution**

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board shall determine. An organization shall be deemed to be a "qualified"

organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

#### **ARTICLE XIII - Miscellaneous**

A. For purposes of these Articles, the "Bishop of the Diocese" is defined as the person duly appointed as the Bishop of Orlando or that person to whom belongs the covenants of the Diocese at any given time, including, but not limited to, the duly appointed Administrator of the Diocese in the event of a vacant See, in accordance with the provisions of Canon Law, a Corporation Sole.

B. 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 provision of any similar law subsequently enacted.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 2<sup>nd</sup> day of May, 2010, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

  
Alberto S. Bustamante, III, as Incorporator

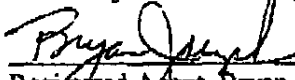
**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That Catholic Cemeteries of Central Florida Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office being located at 50 East Robinson Street, Orlando, Florida 32801, has named Bryan Joseph, Chief Financial Officer of the Catholic Diocese of Orlando, as its registered agent to accept service of process and to perform such other duties as are required in the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and to comply with the provisions of said statute relative to keeping open said office, and further states that he is familiar with §617.0501 et seq., Florida Statutes.

  
\_\_\_\_\_  
Registered Agent, Bryan Joseph  
Chief Financial Officer, Roman Catholic  
Diocese of Orlando

DATED: May 27, 2010.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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