

From: Farmer & Hinson, P.L.

239262-2180

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. PETER'S HOUSE, INC.

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**ARTICLES OF INCORPORATION  
OF  
ST. PETER'S HOUSE, INC.  
(A Corporation Not-For-Profit)**

**ARTICLE I NAME AND ADDRESS**

The name of the corporation is **ST. PETER'S HOUSE, INC.** (the "Corporation"). The principal office or mailing address of the Corporation is 3508 Island Walk Circle, Naples, Florida, 34119.

**ARTICLE II PURPOSE**

The Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE III MEMBERS**

The members of the Corporation shall consist of those individuals and organizations constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

**ARTICLE IV DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

Fr. Michael DeForge  
St. Catherine of Sienna Catholic  
Church  
72 Church Street,  
PO Box 70  
Shelburne, VT 05482

George A. de los Reyes  
3906 Midshore Drive  
Naples, FL 34109

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Kathleen Johnstone  
11568 Amalfi Way  
Estero, FL 33928

Barbara Curtin  
4459 Pleasant View Drive  
Williamsburg, VA 23188

#### ARTICLE V OFFICERS

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President  
Secretary  
Treasurer

Fr. Michael DeForge  
Kathleen Johnstone  
George A. de los Reyes

#### ARTICLE VI PROPERTY

The member(s) of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### ARTICLE VII REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Farmer & Associates, PLLC, 999 Vanderbilt Beach Road, Suite. 503, Naples, Florida 34108.

#### ARTICLE VIII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

#### ARTICLE IX DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator is: Maria C. Ferrao, Esq., 999 Vanderbilt Beach Road, Suite 503, Naples, Florida 34108.

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ARTICLE XI TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

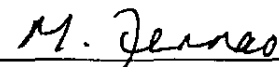
Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 20<sup>th</sup> day of September, 2010, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:

  
Maria C. Ferrao, Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ST. PETER'S HOUSE, INC.

2. The name and address of the registered agent and office is:

Farmer & Associates, PLLC  
999 Vanderbilt Beach Road, Suite 503  
Naples, Florida 34108

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Dated: 9/20/2010

FARMER & ASSOCIATES, PLLC, a Florida  
professional limited liability company  
(as Registered Agent)

By: 

Aaron A. Farmer, Its Manager