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From: Account Name : J. PATRICK FITZGERALD & ASSOCIATES, P.A.  
 Account Number : I20090000011  
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Email Address: erg@jpfitzlaw.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**PIERRE TOUSSAINT LEADERSHIP AND LEARNING CENTER, INC**

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**ARTICLES OF INCORPORATION  
OF  
PIERRE TOUSSAINT LEADERSHIP AND LEARNING CENTER, INC.,  
a Florida not for profit corporation**

We, 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 Pierre Toussaint Leadership and Learning Center, Inc., a Florida not for profit corporation ("Corporation"), and its address is 130 N.E. 62<sup>nd</sup> Street, 2<sup>nd</sup> Floor, Miami, Florida 33138.

**ARTICLE II  
TERM OF EXISTENCE**

The 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 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.

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**ARTICLE V  
PURPOSES**

The Corporation is organized as a not for profit organization exclusively for religious and educational purposes. The specific purposes of the Corporation are:

A. To establish, receive and maintain a fund or funds for the operational support of the after school program located at Notre Dame d'Haiti Catholic Church; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any 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 exclusive support of Notre Dame d'Haiti Catholic Church after school program.

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.

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

**ARTICLE VI  
QUALIFICATION OF MEMBER**

The Member of the Corporation shall be the Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, and his successors in office.

**ARTICLE VII  
INCORPORATORS**

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

Most Reverend Thomas G. Wenski  
Archbishop of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

**ARTICLE VIII  
OFFICERS**

Section 1. The Officers of the Corporation shall be a President, one or more Vice Presidents,

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a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other Officers as may be provided in the Bylaws. 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:

<u>NAME</u>	<u>OFFICE</u>
Reverend Reginald Jean-Mary	President
Sister Elizabeth Worley, SSJ	Vice President/Treasurer
Very Reverend Chanel Jeanty, J.C.L.	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 the Corporation shall be managed by the Board of Directors. The Corporation shall have three 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 twenty. The Member of the 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.

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:

Sister Elizabeth Worley, SSJ  
Chancellor for Administration/COO  
Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

Very Reverend Chanel Jeanty, J.C.L.  
Chancellor for Canonical Affairs  
Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

Reverend Reginald Jean-Mary  
Notre Dame d'Haiti Catholic Church  
110 N.E. 62 Street  
Miami, FL 33138

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**ARTICLE X  
BYLAWS**

The Member of the 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 the 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 the 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 Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the 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 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

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undertaking of the 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 assets will be distributed to any member, officer or director of the 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 the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at the address is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2010, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Incorporator:

Thomas G. Wenski

Most Reverend Thomas G. Wenski  
Archbishop of the Archdiocese of Miami

STATE OF FLORIDA )

ss:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of November, 2010, by the Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami, as Incorporator of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has produced \_\_\_\_\_ as identification.

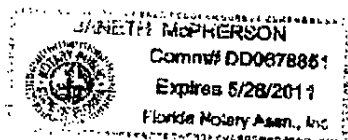
Janeth McPherson  
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Janeth McPherson

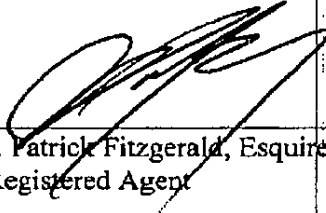
My Commission Expires:



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**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.

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

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