

N110000004452

Hector J. Mir, P.A.
ATTORNEY AT LAW
2655 LeJeune Road
Suite 1107, Gables International Plaza
Coral Gables, Florida 33134

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

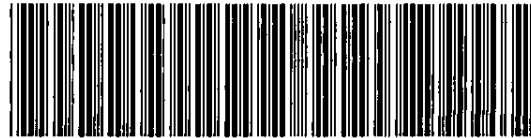
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800214083748

11/09/11--01027--013 **43.75

FILED
2011 NOV 22 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TBrawn 11-22-11

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FATHER TINO FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
2011 NOV 22 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Father Tino Foundation, Inc., a Florida not-for-profit corporation.

ARTICLE II

A. The general purpose of the Corporation is to operate exclusively as a religious corporation and to manage, operate, own, lease and generally to do everything and anything necessary, expedient or incidental to the maintaining of religious and charitable activities in Miami-Dade County, Florida.

B. The general purpose for which this Corporation is formed is to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

C. This Corporation shall not, as substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

D. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

E. This Corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; to receive by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter its Bylaws, from time to time, hereafter adopted; to carry on fundraising campaigns to solicit for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations

thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the directors or pursuant to the Bylaws shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE III

The address of the principal office and the mailing address of the corporation is 12190 S.W. 56 Street, Miami, Florida 33175.

ARTICLE IV

The street address of the initial registered office of the corporation is 12190 S.W. 56 Street, Miami, Florida 33175, and the name of its initial registered agent as such address is Jose Marcelino Garcia, S.J.

ARTICLE V

The corporation shall have no capital stock.

ARTICLE VI

The corporation shall have only three (3) members who shall be: a member of the Society of Jesus appointed President of Ignatian Spirituality Center, Inc. by competent ecclesiastical authority of the Society of Jesus; a member of the Society of Jesus appointed by the President of Ignatian Spirituality Center, Inc.; and a person, who may or may not be a member of the Society of Jesus, appointed by the President of Ignatian Spirituality Center, Inc. Membership in the Corporation may not be transferred or assigned by the Members except that the Members may individually resign as Members of the corporation.

ARTICLE VII

The following powers are specifically reserved to the Members and any other provision in these Articles or the Bylaws of the Corporation that are in conflict shall be superseded by these:

A. The Members will articulate and implement the operating philosophy and mission statement that under lie the ministry of Father Tino Foundation, Inc. Included within this reserved power shall be all decisions regarding major policy changes and long-range planning.

B. Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of beyond what is stated in the Bylaws without the express written approval of the Members.

C. The Corporation shall be merged, consolidated, or dissolved without the express written approval of the Members.

D. The Bylaws of the Corporation shall not be altered, revised or amended without the express written approval of the Members.

E. The Members shall approve the appointment of all Directors.

F. Members may remove any Director at any time for any reason which the Membership, in its sole discretion, deems is in the best interests of the Corporation.

G. The Members shall approve the appointment and removal of the legal Counsel of the Corporation, and the outside auditor.

ARTICLE VIII

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution provided; however, 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 Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or intervention in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code.

ARTICLE IX

The method of electing the directors of the corporation shall be as stated in the By-laws. The number of directors shall not be less than three (3) and not more than five (5), the exact number to be determined from time to time in accordance with the Bylaws. The initial members of the Board of Directors who shall serve until their successors are elected and duly qualified are:

Jose Marcelino Garcia, S.J.	12725 S.W. 6 Street, Miami, Florida 33184
Pedro Gonzalez-Llorente, S.J.	12725 S.W. 6 Street, Miami, Florida 33184
Carlos de la Torre	9401 S.W. 67 Street, Miami, FL 33173

ARTICLE X

The Corporation shall have a President, a Secretary, and a Treasurer. Any person may hold more than one office at one time.

ARTICLE XI

The Members shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Members in any manner permitted by the Bylaws.

ARTICLE XII

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law of the Roman Catholic Church, the ethical and religious directives of the U.S. Conference of Catholic Bishops, the mission and philosophy of the Belen Jesuit Fathers, Inc. a Florida not for profit corporation, and the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XIII

The name and address of the incorporator are as follows: Jose Marcelino Garcia, S.J., 12725 S.W. 6 Street, Miami, FL 33184.

ARTICLE XIV

Upon dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to Belen Jesuit Fathers, Inc., a Florida not for profit corporation, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or educational, scientific or religious purposes which, at the time of such disposition, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such

purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XV

After the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State, they may be amended altered, modified, or revoked only by the Members.

ARTICLE XVI

The amendments made to the Articles of Incorporation by these Amended and Restated Articles of Incorporation do not require member approval and such amendments and these Amended and Restated Articles of Incorporation have been adopted on October 12, 2011 by all the directors of the corporation

The undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 31st day of OCTOBER, 2011.

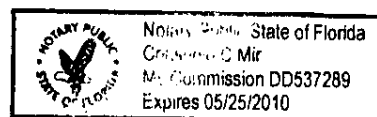
BY: Jose M. Garcia
JOSE MARCELINO GARCIA, S.J.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31ST day of OCTOBER, 2011, by JOSE MARCELINO GARCIA, S.J., who is personally known to me and who did not take an oath.

Consuelo C. Mer
NOTARY PUBLIC, State of Florida at Large

CONSUERO C. MIR
Printed Name and Commission Number



ACCEPTANCE OF REGISTERED AGENT

Father Tino Foundation, Inc.

Having been named registered agent for the above stated corporation at the office designated in the preceding Articles of Incorporation, I hereby accept such appointment as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

Dated: Oct. 31, 2011



JOSE MARCELINO GARCIA, S.J.