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**FLORIDA PROFIT/NON PROFIT CORPORATION
HEART OF JESUS CATHOLIC CHURCH, INC.**

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**ARTICLES OF INCORPORATION
OF
HEART OF JESUS CATHOLIC CHURCH, INC.,
a Florida not for profit corporation**

I, 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 Heart of Jesus Catholic Church Inc., (hereinafter referred to as "the Corporation"), and its address is 1800 N.E. 6th Court, Fort Lauderdale, Florida 33304.

**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 purposes. The specific purposes of the Corporation are:

A. To establish, receive and maintain a fund or funds for the operational support of Heart of Jesus 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 Heart of Jesus Catholic Church.

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 Gregory J. Mansour, J.C.D., as Bishop of the Eparchy of Saint Maron of Brooklyn, and his successors in office.

ARTICLE VII
INCORPORATOR

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

Most Reverend Gregory J. Mansour, J.C.D.
Eparchy of Saint Maron of Brooklyn
109 Remsen Street
Brooklyn, New York 1201

ARTICLE VIII
OFFICERS

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

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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>
Most Reverend Gregory J. Mansour, J.C.D.	President
Chorbishop Michael G. Thomas, J.C.D.	Vice President/Treasurer/ 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 (3) 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 (3) or more than twenty (20). 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:

Most Reverend Gregory J. Mansour, J.C.D.
Eparchy of Saint Maron of Brooklyn
109 Remsen Street
Brooklyn, New York 1201

Chorbishop Michael G. Thomas, J.C.D.
Eparchy of Saint Maron of Brooklyn
109 Remsen Street
Brooklyn, New York 1201

Deacon John Jarvis
Eparchy of Saint Maron of Brooklyn
109 Remsen Street
Brooklyn, New York 1201

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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

The 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 Eparchy of Saint Maron of Brooklyn, 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 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 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 the Corporation 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 24th day of June, 2011, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

+ Gregory J. Mansour
Most Reverend Gregory J. Mansour, J.C.D.
Eparchy of Saint Maron of Brooklyn

STATE OF NEW YORK)
COUNTY OF Richmond)

ss:

The foregoing instrument was acknowledged before me this 24th day of June, 2011, by the Most Reverend Gregory J. Mansour, J.C.D., as Bishop of the Eparchy of Saint Maron of Brooklyn, and his successors in office, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has produced _____ as identification.

Camille P. Manning
NOTARY PUBLIC-STATE OF NEW YORK

Print, type or stamp Notary Commissioned Name

CAMILLE P. MANNING
Commissioner of Deeds
City of New York No. 5-1889
Certificate Filed in Richmond County
Term Expires January 31, 2013

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Heart of Jesus Catholic Church, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091, and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.


J. Patrick Fitzgerald, Esquire
Registered Agent

J:\9-26\571-311\299-ARTICLE 2 INCORPORATION DRAFT 6-14-2011

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