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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Faith and Wine, Inc.**

Certificate of Status	1
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Page Count	06
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
OF  
FAITH AND WINE, INC.**

The undersigned, in order to form a not for profit corporation under the provisions of the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), hereby signs, verifies, and submits the following Articles of Incorporation.

**Article I: Name**

The name of the corporation shall be Faith and Wine, Inc. (the "Corporation").

**Article II: Initial Principal Place of Business of Corporation**

The street and mailing address of the initial principal place of business of the Corporation shall be 9132 Strada Place, Third Floor, Naples, Florida 34108.

**Article III: Duration**

The Corporation shall have perpetual existence.

**Article IV: Purposes and Powers**

4.1 Purposes. The general nature of the objects and purposes of this Corporation shall be:

A. To organize and promote religious, charitable, and educational events for a diverse group of women – single and married, with and without children, working in and outside of the home, young and young at heart, all at different places along their faith journey – who seek fellowship with each other and a greater understanding of their Catholic faith in order to enrich their lives and help them cope with the ever-changing challenges presented by today's society.

B. To provide a relaxing and casual environment for events where women can hear an interesting and thought-provoking presentation from a key-note speaker on a topic consistent with our purposes.

C. To solicit and acquire event-related charges and contributions by grant, gift, devise, or bequest, and hold and dispose of such contributions as the Corporation shall require for the religious, charitable, and educational purposes stated in these Articles and not for pecuniary profit.

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D. To operate exclusively for such religious, charitable, and educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws (the "Tax Code"), including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under the Tax Code.

The purposes for which this Corporation is formed are not for financial gain, and no financial gain shall ever accrue to any officer, director, or member of this Corporation, nor any other person or institution in the conduct of same, but any receipts of this Corporation in excess of the expenses of operating and maintaining same shall be applied by the directors to carry out the purpose of this Corporation or to contribute to any other not for profit, tax-exempt religious, charitable, or educational organization as the directors in their judgment may deem appropriate.

Notwithstanding any other provision of these Articles, the purposes for which this Corporation is organized are exclusively religious, charitable, and educational within the meaning of Section 501(c)(3) of the Tax Code.

4.2 Powers. To the end that the foregoing purposes and any other related religious, charitable, and educational purposes and objects may be carried out, performed, and accomplished, and to obtain funds or income for such religious, charitable, and educational purposes, this Corporation shall have the power to:

A. Acquire, either by charging for events sponsored by the Corporation or by grant, purchase, devise, or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve, and dispose of real, personal, or mixed property, wheresoever situated; to operate such properties or any part thereof, or any business it may acquire in any location, in the name of the Corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the directors; to receive donations, gifts, and endowments, and to administer to same; all such real, personal, and mixed property so acquired or received by gift, grant, devise, bequest, or donation shall be used and employed, however, for religious, educational, and charitable purposes and not for pecuniary profit of the members.

B. Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers granted in these Articles, or to any laws of the United States or State of Florida.

C. Possess and exercise all the rights, privileges, immunities, and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida not inconsistent with these Articles.

Notwithstanding anything contained herein to the contrary, the powers of this Corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Tax Code.

## **Article V: Dedication of Assets; Distribution of Assets; Limitations**

5.1 Dedication of Assets. The property of the Corporation is irrevocably dedicated to religious, charitable, and educational purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes.

5.2 Distribution of Assets. Upon the winding up and dissolution of the Corporation, all assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to a Catholic-based organization or organizations recognized as exempt under Section 501(c)(3) as selected by the directors. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Catholic-based organization(s) as the Court shall determine.

5.3 Limitations. The following limitations shall apply to the Corporation:

A. All of the purposes and powers of the Corporation shall be carried out and exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Tax Code and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Tax Code.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Tax Code. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During any period of time that the Corporation may be considered a "private foundation" under the Tax Code, the following limitations shall apply:

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Tax Code.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Tax Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Tax Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Tax Code.

(e) Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Tax Code.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Tax Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Tax Code.

#### **Article VI: Members**

The Corporation shall have no members.

#### **Article VII: Directors**

Except as provided below, the powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

The number of directors constituting the initial board of directors of the Corporation (the "Board of Directors") shall be seven (7) directors. The incorporator shall appoint the initial Board of Directors. The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Corporation, but shall never be less than three (3) directors. The directors shall also serve as the trustees of the Corporation.

#### **Article VIII: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Not for Profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**Article IX: Bylaws**

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend, or repeal the Bylaws of the Corporation is vested in the Board of Directors.

**Article X: Incorporator**

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

<u>Name</u>	<u>Address</u>
Mary Beth M. Clary	c/o Porter Wright Morris & Arthur LLP 9132 Strada Place, Third Floor Naples, FL 34108

**Article XI: Registered Office And Agent**

The address of the initial registered office of the Corporation shall be 9132 Strada Place, Third Floor, Naples, Florida 34108. The name of the initial registered agent of the Corporation at such address shall be Mary Beth M. Clary.

**Article XIV: Amendments**

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 15<sup>th</sup> day of August, 2011.

INCORPORATOR:

  
Mary Beth M. Clary

**CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT**

I, Mary Beth M. Clary, 9132 Strada Place, Third Floor, Naples, Florida 34108, hereby accept the appointment of Registered Agent in the State of Florida for FAITH AND WINE, INC. (the "Corporation") pursuant to 617.0601, Florida Statutes. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent.

Dated: August 15, 2011

  
Mary Beth M. Clary

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