

N11000011577

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

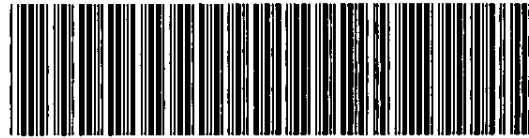
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100215142101

12/15/11--01017--008 **35.00

12/15/11--01017--009 **35.00

MRS
12/16

FILED
11 DEC 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Society of Saint Pius X, Miami, Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James Wright
Name (Printed or typed)

11485 N. Farley Road
Address

Platte City, MO 64079
City, State & Zip

(816) 733-2526
Daytime Telephone number

jcwrightesq@sspx.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SOCIETY OF SAINT PIUS X, MIAMI, FLORIDA, INC.
(the "Corporation")**

Created under Chapter 617, Florida Statutes

FILED
11 DEC 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Section 1. Name. The name of the Corporation is:

SOCIETY OF SAINT PIUS X, MIAMI, FLORIDA, INC.

ARTICLE II

The Corporation is a religious not for profit Corporation.

ARTICLE III

The duration of the Corporation will be perpetual.

ARTICLE IV

Section 1. Purposes. The purposes for which this Corporation is formed are as follows:

a) To preserve and promote the doctrines, traditions, and liturgy of the Traditional Roman Catholic Faith, including the establishment and maintenance of a place of worship and facilities for ministering to the spiritual needs of the members of the Roman Catholic Faith, and in pursuit of this purpose to benefit and assist the Society of Saint Pius X especially within the State of Florida, including the establishment and maintenance of facilities for educational pursuits, which may include primary schools, high schools, and colleges.

b) To further these objects and purposes, the Corporation will have and may exercise the power to take by gift, bequest, devise, purchase, or lease, either absolutely or in trust, and to hold, administer, and distribute for these objects and purposes any property, real, personal, or mixed, without limitation as to the amount of value; and in administering the same to carry out the directions and exercise the powers contained in any trust instrument under which the property is received for one or more of these purposes; to sell, convey, or otherwise dispose of any of this property; to invest and reinvest or deal with proceeds and income of any of this property; to incur and pay expenses incidental to the receipt, administration, and distribution of any of this

property, but only for the foregoing purposes; and in general, to engage in any lawful activity for which corporations may be formed under Florida law.

c) The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated or authorized by the laws of the state of Florida. Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes, any illegal activities.

Section 2. Limitations. The purpose for which the Corporation is organized will be subject to the following limitations:

(a) Notwithstanding any other provision of these Articles, the Corporation will not carry on any activity not permitted to be conducted or carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") and by a corporation contributions to which are deductible under Section 170(c)(2) of the Code; nor will the Corporation transact any business for profit or any business expressly prohibited by the laws of the State of Florida.

(b) No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its directors, officers, or any other private persons (except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article), and no substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

(c) The Corporation will 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 Code.

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

(e) The Corporation will not retain any excess business holdings as defined in Section 4943 of the Code.

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

(g) The Corporation will not make any taxable expenditures as defined in Section 4945 of the Code.

(h) The Corporation is not a Cooperative Housing Corporation as defined in section 216 of the Internal Revenue Code of 1986

(i) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE V

The corporation is organized wholly upon a nonstock basis. It shall not have any authority to issue capital stock.

ARTICLE VI

The Registered office of the Corporation is located at: 500 Riverview Avenue, Sanford, Florida, 32771-9507.

ARTICLE VII

The name and address of the Initial Registered Agent is: Fr. Marc Vernoy, 500 Riverview Avenue, Sanford, Florida, 32771-9507.

ARTICLE VIII

There are no members of the corporation.

ARTICLE IX

Section 1. The manner of electing or appointing directors shall be provided for in the BY-LAWS unless otherwise stated in these Articles of Incorporation.

Section 2. The number of directors constituting the initial Board of Directors of the Corporation is seven (7), and at least one of whom will be a citizen of the United States.

Section 3. The names and addresses of the persons who are elected or appointed to serve as directors until their successors have been elected or appointed and qualified are:

Bishop Bernard Fellay

Priorat Mariae Verkündigung
Schloss Schwandegg
CH-6313 Menzingen
ZG SWITZERLAND

Father Niklaus Pfluger

Priorat Mariae Verkündigung
Schloss Schwandegg
CH-6313 Menzingen
ZG SWITZERLAND

Father Christian Thouvenot	Priorat Mariae Verkündigung Schloss Schwandegg CH-6313 Menzingen ZG SWITZERLAND
Father Emeric Baudot	Priorat Mariae Verkündigung Schloss Schwandegg CH-6313 Menzingen ZG SWITZERLAND
Father Arnaud Rostand	Society of Saint Pius X 11485 N. Farley Road Platte City, MO 64079
Father Patrick Rutledge	Society of Saint Pius X 11485 N. Farley Road Platte City, MO 64079
Fr. Marc Vernoy	500 Riverview Avenue Sanford, Florida, 32771-9507

Section 4. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease may have the effect of shortening the term of any incumbent director, and the number of directors may not be decreased to less than three (3) directors. In the absence of a bylaw fixing the number of directors the number will be seven (7).

Section 5. There shall be six (6) permanent Directors and the individuals holding the following offices are by virtue of their position on the board, to-wit:

1. Superior General of the International Society of Saint Pius X.
2. First Assistant to the Superior General of the Society of Saint Pius X
3. Bursar General of the International Society of Saint Pius X.
4. Secretary General of the International Society of Saint Pius X.
5. United States District Superior of the Society of Saint Pius X.
6. United States District Bursar of the Society of Saint Pius X.

In addition, other Directors as provided for in the Bylaws can be elected or appointed for such term as therein provided.

ARTICLE X

The full name and address of the Incorporator is:

Father Arnaud Rostand
11485 N. Farley Road
Platte City, MO 64079

ARTICLE XI

In the event of its dissolution, the secretary of the Corporation will apply for dissolution in accordance with Chapter 617, Florida Statutes and any other applicable state statute. Specifically, the assets of the Corporation will be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation will be paid, satisfied, and discharged. If its property and assets are not sufficient to satisfy or discharge all of the Corporation's liabilities and obligations, the Corporation will apply them to the extent they exist to the just and equitable payment of the liabilities and obligations, in accordance with the nonprofit law.
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance by reason of the dissolution will be returned, transferred, or conveyed in accordance with the requirements of the nonprofit law.
- (c) Assets, together with any income earned on them, received and held by the Corporation subject to the limitations of the nonprofit law, permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, will be transferred or conveyed to one or more domestic corporations, societies, or organizations whose assets are then dedicated to an exempt purpose and which in the sole judgment of Board of Directors of the Corporation best accomplish the general purposes for which the Corporation was organized. The organization to which remaining assets are transferred will not, however, be a "Private Foundation" as that term is defined in Section 509 of the Internal Revenue Code.
- (d) Any remaining assets of the Corporation will be transferred or conveyed to one or more domestic corporations, societies, or organizations whose assets are then dedicated to an exempt purpose or purposes and who will, in the sole judgment of the Board of Directors of the Corporation, best accomplish the general purposes for which the Corporation was organized. The organization to which remaining assets are transferred will not be a "Private Foundation" as that term is defined in Section 509 of the Internal Revenue Code.
- (e) In no event will any asset or assets of the Corporation at any time of its dissolution be transferred or conveyed directly or indirectly to the Corporation's directors or officers.

(f) As used in this Article, the term "exempt purpose or purposes" means any purpose or purposes specified in Section 501(c)(3) and in Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XII

All reference to sections of the Code are to the Internal Revenue Code of 1986, as amended and all references to specific sections of the Code include corresponding provisions of any subsequent Federal tax laws. Provisions of the Code will be interpreted in accordance with the Treasury Regulations issued in connection therewith from time to time.

ARTICLE XIII

New Articles may be adopted or these Articles may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof. Notice of any amendment of the Articles by the Board of Directors shall be given to each director having voting rights.

ARTICLE XIV

The street address of the initial principal office of the corporation is at 500 Riverview Avenue, Sanford, Florida, 32771-9507.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of November, 2011. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Father Arnaud Rostand, Incorporator

Please returned the filed Articles of Incorporation to:

James C. Wright, Esq.
Society of Saint Pius X
11485 N. Farley Road
Platte City, MO 64079

Contact phone: 816-733-2526

FILED
11 DEC 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE STATE OF MISSOURI
COUNTY OF PLATTE**

The undersigned Notary Public in and for said State does hereby certify that on this 18th day of November, 2011, personally appeared before me Fr. Arnaud Rostand, known to me to be the person who executed the foregoing instrument, who being by me first duly sworn, declared and acknowledged upon oath that he signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have placed my hand and affixed my notarial seal
18th day of November, 2011.

Virginia Shepherd
NOTARY PUBLIC

My Commission Expires:

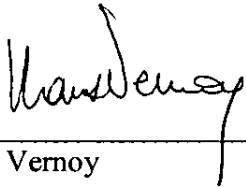
(SEAL)



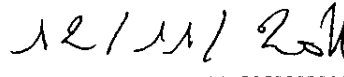
VIRGINIA SHEPHERD
My Commission Expires
October 10, 2014
Platte County
Commission #10950302

**Acceptance of position of Designated Registered Agent for
Society of Saint Pius X, Miami, Florida, Inc.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate (the Articles of Incorporation), I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Fr. Marc Vernoy


Date

FILED
11 DEC 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA