

Florida Department of State

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SEP 24 2013

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Amended and Restated Articles of Incorporation
of
Conference Episcopale d'Haiti-Global, Inc.
A Florida Not For Profit Corporation

SEP 23 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable 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: Conference Episcopale d'Haiti-Global, Inc., hereinafter referred to as "the Corporation", and its address is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

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
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 re-construction support of the Roman Catholic Church in Haiti; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and 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 support of the ministries of the Roman Catholic Church in Haiti;

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

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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; and

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

**ARTICLE V
QUALIFICATION OF MEMBERS**

The Members of the Corporation shall be:

- (1) Most Rev. Chibly Langlois, Bishop of Les Cayes, as President of the Conference Episcopale d'Haiti, and his successors in office
- (2) Most Rev. Guire Poulard, as Archbishop of Port-au-Prince, and his successors in office
- (3) Most Rev. Bernardito Auza, as Papal Nuncio, and his successors in office
- (4) Rev. Paulin Innocent, C.S.Sp., as President of the Conférence Haïtienne des Religieux (CHR), and his successors in office
- (5) Most Rev. Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, and his successors in office

**ARTICLE VI
SUBSCRIBERS**

The name and residence of the subscriber to the Articles of Incorporation is:

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

**ARTICLE VII
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 Rev. Chibly Langlois	President
Most Rev. Thomas G. Wenski	Vice-President
Sister Elizabeth Worley, SSJ	Treasurer
Very Rev. 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 VIII 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 nor more than twenty. The Members of the Corporation shall elect the Directors. The Members may remove any and all of the Directors from the Board, with or without cause and at any such time they may determine in accordance with the Bylaws.

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:

The Most Rev. Thomas G. Wenski
Archbishop of the 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

Most Rev. Chibly Langlois
Bishop of Les Cayes
President of the Conference Episcopale d'Haiti
56, Angle rues Piquant et Lamarre
Port-au-Prince, Haiti

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**ARTICLE IX
BYLAWS**

The Members 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 Members of the Corporation at any regular meeting or special meeting called for that purpose.

**ARTICLE X
AMENDMENTS**

The Articles of Incorporation may be amended by the Members of the Corporation at any regular or special meeting called by the Members for that purpose.

**ARTICLE XI
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 Roman Catholic 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 XII
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).

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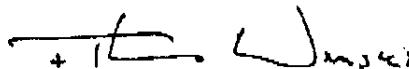
**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of the organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Members 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 XIV
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 10th day of September, 2013, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.



The Most Reverend Thomas G. Wenski
Archbishop of the Roman Catholic Archdiocese
of Miami


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STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11 day of September, 2013, by The Most Reverend Thomas G. Wenski, Archbishop of the Roman Catholic Archdiocese of Miami, on behalf of the Corporation. (Check One) ☐ He is personally known to me or ☐ He has produced _____ as identification.


NOTARY PUBLIC STATE OF FLORIDA
At Large

Print, Type or Stamp Commissioned Name of Notary Public:

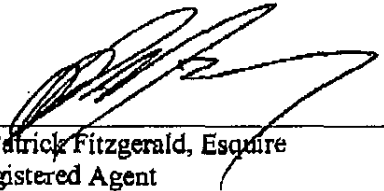


MAYRA NEULINA ROSSELL
Notary Public, State of Florida
Commission #EE59299
My Commission Expires Jan. 27, 2015

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Conference Episcopale d'Haiti-Global, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33143, 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

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