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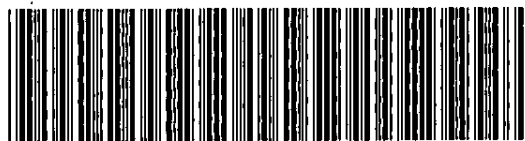
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 418043 101134A

AUTHORIZATION :

COST LIMIT : \$ PPD - CHECK #2109

ORDER DATE : November 9, 2012

ORDER TIME : 3:18 PM

ORDER NO. : 418043-005

CUSTOMER NO: 101134A

DOMESTIC FILING

NAME: PRIESTS-IN-NEED FOUNDATION,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Becky Peirce - EXT. 52919

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**ARTICLES OF INCORPORATION
OF
PRIESTS-IN-NEED FOUNDATION, INC.,
a Florida not-for-profit corporation**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of the Corporation is "PRIESTS-IN-NEED FOUNDATION, INC.," (the "Corporation").

ARTICLE II

NOT FOR PROFIT CORPORATION

The Corporation is organized as a "not-for-profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, (the "Code").

ARTICLE III

PURPOSES

A. The purpose of the Corporation is to promote Catholic charitable donations to assist the financial support of retired priests of the Roman Catholic Faith throughout the United States of America who are "in need" financially.

B. Permitted activities of the Corporation which are in furtherance of the purposes set forth in Paragraph A of this Article shall include, but shall not be limited to, the following activities to promote the health and welfare of Roman Catholic retired priests "in need":

1. Support endeavors which nurture, enhance, affirm, share or promote the aid of the Roman Catholic Church's retired priests "in financial need";

2. Assist the Roman Catholic retired priests who are in financial need with financial support;

3. Assist with funding for health, housing, medical and other needs for Roman Catholic retired priests who are in financial need;

4. Distribute funds to organizations that are described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any other corresponding provisions of any future United States Internal Revenue law, which are in furtherance of the Corporation's purposes as set forth in Paragraph A of this Article.

C. The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code.

ARTICLE IV

SOURCE OF CONTRIBUTIONS

The Corporation will solicit contributions from all appropriate sources including, but not limited to, individual, corporate and community sources.

ARTICLE V

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any ethical and moral legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real, intangible, or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient for the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified above, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE VI

LIMITATIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that 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 set forth in Article III hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, while it is a "private foundation" as defined in Section 509(a) of the Code, shall not:

(1) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

(2) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

(3) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

(4) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

(5) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VII

DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more Catholic organizations with similar purposes as the Corporation and qualified under Code Section 501(c)(3) and, if there is no such organization, the assets shall be distributed at the discretion of the Board of Directors, to an organization or organizations with similar purposes qualified under Code Section 501(c)(3). If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any 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 organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE VIII

MEMBERS

The Corporation shall have members as determined by its Bylaws.

ARTICLE IX

TERM

The term of the Corporation shall be perpetual.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Vincent T. Kelly
4595 Bayview Drive
Fort Lauderdale, Florida 33308.

ARTICLE XI
BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of Directors be less than three (3).

The Directors of the Corporation shall, at all times, be limited to individuals who shall be elected as provided in the Corporation's Bylaws.

ARTICLE XII
BYLAWS

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of

Incorporation.

ARTICLE XIII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE XIV

OFFICES AND INITIAL REGISTERED AGENT

The offices of the Corporation shall be located at 10324 SW 26th Street, Davie, Florida 33324-7626. The Registered Agent of the Corporation shall be Vincent T. Kelly, 4595 Bayview Drive, Fort Lauderdale, Florida 33308.

ARTICLE XV

OFFICERS

The affairs of the Corporation shall be managed by the President, Vice-President, Secretary and Treasurer and such other offices as may from time to time be created by the Bylaws. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

President, Vice-President,
Secretary, Treasurer:

Vincent T. Kelly
4595 Bayview Drive
Fort Lauderdale, Florida 33308.

ARTICLE XVI

CAPITAL STOCK

The Corporation shall be organized on a non-stock basis.

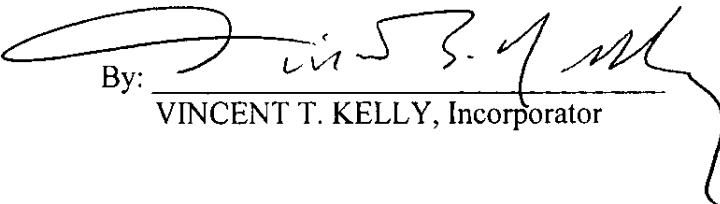
ARTICLE XVII

ANNUAL MEETING

The annual meeting shall be held in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Incorporation on November 8, 2012.

PRIESTS-IN-NEED FOUNDATION, INC.,
a Florida not-for-profit corporation,

By: 
VINCENT T. KELLY, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

Sworn to and subscribed before me this 8th day of November, 2012, by VINCENT T. KELLY, who is personally known to me, or who produced _____ as identification.


Notary Public

My Commission expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of PRIESTS-IN-NEED FOUNDATION, INC., a Florida not for profit corporation, as made in the foregoing Articles of Incorporation.

Date: November 8, 2012

By: 

VINCENT T. KELLY

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