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Account Number : I20090000011  
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**Email Address:** erg@jpfitzlaw.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**CONGREGATION OF THE HOLY SPIRIT PROVINCE OF**  
**NIGERIA**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CONGREGATION OF THE HOLY SPIRIT PROVINCE  
OF NIGERIA SOUTH EAST, INC.,  
a Florida not for profit corporation**

**FILED**  
2016 MAR 29 AM 10:01  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is "CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., a Florida not for profit corporation" (hereinafter referred to by either its name or the "Corporation"), and its principal place of business is located at 3490 N.W. 191 Street, Miami Gardens, Florida 33056.

**ARTICLE II  
PURPOSE**

(a) The specific and primary purposes for which the Corporation is formed are to promote religious advancement primarily within the State of Florida; to provide for the poor and abandoned and to evangelize the teachings of Jesus Christ and of the Roman Catholic Church.

(b) The general purposes for which the Corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

(c) The corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by influence publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(d) Except as limited by the Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

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**ARTICLE III**  
**QUALIFICATIONS FOR MEMBERS AND THE**  
**MANNER OF THEIR ADMISSION**

Membership in the Corporation shall at all times be limited to those persons who are The Provincial and other Members of The Provincial Council of the Congregation of the Holy Spirit, Province of Nigeria South East.

**ARTICLE IV**  
**POWERS**

Except as limited by the Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

(a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., and other affiliated organizations;

(b) To lease all or a portion of such real and personal property;

(c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

(d) To make charitable contributions to any affiliated organizations; To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(e) To utilize its income in furtherance of the foregoing objectives.

**ARTICLE V**  
**RESERVATION OF POWERS TO MEMBERS**

The following powers are specifically reserved to the Member(s):

(a) The operating philosophy of the Corporation shall be approved by the Member(s);

(b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and

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(c) The Corporation may not be merged or dissolved without the express written approval of the Member(s).

**ARTICLE VI**  
**ADDRESS OF REGISTERED OFFICE**  
**NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

The initial Registered Agent of the Corporation is J. Patrick Fitzgerald, Esquire, c/o J. Patrick Fitzgerald & Associates, P.A.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than twenty (20) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as they may determine, in their sole discretion.

The names and addresses of the persons who will serve as initial Directors until the first election are as follows:

Rev. Fr. Francis Akwue, C.S.Sp.  
1500 South Andrews Avenue  
Pompano Beach, FL 33069

Rev. Fr. Felix Onuorah, C.S.Sp.  
509 South third Street  
Dunlap, IA 51529

Rev. Fr. Alexander Ekechukwu, C.S.Sp.  
1301 N.W. 71st Street  
Miami, FL 33147

Rev. Fr. Emmanuel Agwuoke, C.S.Sp.  
545 42nd Street  
Des Moines, Iowa 50312

Rev. Fr. Samuel Muodijaju, C.S.Sp.  
3490 N.W. 191 Street  
Miami Gardens, FL 33056

Rev. Fr. Remigius Okere, C.S.Sp.  
Assumption Church  
P.O. Box 159  
Granger, IA 50109

Rev. Fr. Fidelis Nwankwo, C.S.Sp.  
1301 N.W. 71st Street  
Miami, FL 33147

Rev. Fr. Lawrence Teteh, C.S.Sp.  
2034 Lower Huntington Rd.  
Fort Wayne, IN 46819

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Rev. Fr. Paulinus Odozor, C.S.Sp.  
1116 N. St. Peter Street  
South Bend, Indiana, 46617

Rev. Fr. Patrick Okeahialam, C.S.Sp.  
611 Logan Avenue  
Pueblo, Colorado 81003

**ARTICLE VIII**  
**NAME AND ADDRESS OF EACH INCORPORATOR**

The name and address of the Incorporator is:

Rev. Fr. Samuel Muodiaju, C.S.Sp.  
3490 N.W. 191 Street  
Miami Gardens, FL 33056

**ARTICLE IX**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE X**  
**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE XI**  
**BYLAWS**

The Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Directors in any manner permitted by the Bylaws.

**ARTICLE XII**  
**OFFICERS**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board of Directors may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names, addresses and positions of the persons who will serve as the initial Officers until the first election are as follows:

Rev. Fr. Francis Akwue, C.S.Sp.  
1500 South Andrews Avenue  
Pompano Beach, FL 33069

President

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Rev. Fr. Alexander Ekechukwu, C.S.Sp.  
1301 N.W. 71st Street  
Miami, FL 33147

Vice President

Rev. Fr. Samuel Muodijau, C.S.Sp.  
3490 N.W. 191 Street  
Miami Gardens, FL 33056

Secretary

Rev. Fr. Fidelis Nwankwo, C.S.Sp.  
1301 N.W. 71st Street  
Miami, FL 33147

Treasurer

### **ARTICLE XIII** **LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 any political campaign (including the publication of distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Code, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Code.

### **ARTICLE XIV** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this 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 its assets will be distributed to any Member, officer, or director of this 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."

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**ARTICLE XV**  
**CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

**ARTICLE XVI**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended, altered, modified or revoked only upon the vote of the majority of the Member(s).

IN WITNESS WHEREOF, I have subscribed my name this 11 day of FEBRUARY, 2016.

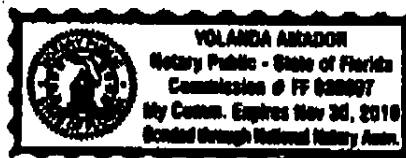
Rev. Fr. Samuel Muodiaju, C.S.Sp.  
Rev. Fr. Samuel Muodiaju, C.S.Sp., Secretary

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 11 day of February, 2016, by Rev. Fr. Samuel Muodiaju, C.S.Sp., as Secretary of CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, INC., a Florida not for profit corporation, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has provided \_\_\_\_\_, as identification.

Yolanda Amador  
NOTARY PUBLIC - STATE OF FLORIDA,  
At Large

Print, type or stamp Commissioned Name of Notary Public:



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**ACCEPTABLE BY REGISTERED AGENT**

Having been named as Registered Agent for CONGREGATION OF THE HOLY SPIRIT PROVINCE OF NIGERIA SOUTH EAST, 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 617.05054 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  
Registered Agent



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**CERTIFICATION**

The date of each amendment(s) adoption: February 11, 2016

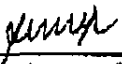
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (Mark One)

- \* The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 11, 2016

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rev. Fr. Samuel Muodiaku, C.S.Sp.  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)