

Florida Department of State  
Division of Corporations  
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**To:**

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**From:**

Account Name : J. PATRICK FITZGERALD & ASSOCIATES  
Account Number : I20090000011  
Phone : (305) 443-9162  
Fax Number : (305) 443-6613

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Email Address: erg@jpfitzlaw.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
ARCHDIOCESE OF MIAMI MISSION SERVICES, INC.**

Certificate of Status	0
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*10/02/13*

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September 30, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

E-FILE

SUBJECT: ARCHDIOCESE OF MIAMI MISSION SERVICES, INC.  
REF: W13000054197

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In Article IX of your new Article states that the Corporation shall have five directors initially but only three are listed.

\* Done. Please use original

File date: September 27, 2013

Thank you!

If you have any further questions concerning your document, please call (850) 245-6052.

Sylvia Gilbert  
Regulatory Specialist II  
New Filing Section

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ARTICLES OF INCORPORATION  
OF  
ARCHDIOCESE OF MIAMI MISSION SERVICES, INC.,  
a Florida not for profit corporation

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WE, the undersigned, with other persons being desirous of forming a corporation for religious and 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: Archdiocese of Miami Mission Services, Inc., a Florida not for profit corporation (hereinafter referred to as "Corporation"). The principal office address is 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

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 of the Roman Catholic Church. The specific purposes of the Corporation are:

A. To establish, receive and maintain a fund or funds for the support of foreign missions of the Roman Catholic Church; 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 foreign missions of the Roman Catholic Church;

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 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;

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C. To promote the acquisition, preservation, study, and exhibition of works of artistic, historical, or scientific value;

D. 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 sole Member of the Corporation shall be The Most Reverend 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 these Articles of Incorporation is:

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

#### ARTICLE VII RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Member and any provision in these Articles of Incorporation or the Bylaws that are in conflict shall be superseded:

(a) The Member shall approve any long range plan of the Corporation as well as any statement of policy and any changes thereto upon the recommendation of the Board of Directors.

(b) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

(c) The Bylaws shall not be altered, revised, or amended without the express written approval of the Member upon the recommendation of the Board of Directors.

(d) The Member shall approve in advance the appointment of all Directors, as proposed by the Board of Directors to the Member and shall only withhold such approval for grave reason, in accordance with the procedure determined by Canon Law.

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(e) The Member may remove any Director at any time for a grave reason, in accordance with the procedures determined by Canon Law.

#### ARTICLE VIII 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.

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:

NAME	OFFICE
The Most Reverend Thomas G. Wenski	President
Msgr. Chanel Jeanty, J.C.L.	Vice President/Secretary
Sister Elizabeth Worley, SSJ	Treasurer/Assistant Secretary

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

#### ARTICLE IX BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have three Directors initially. All Directors must be citizens of the United States of America. 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.

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 Reverend Thomas G. Wenski Archbishop of the Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138	Sister Elizabeth Worley, SSJ Chancellor for Administration/COO Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138
Msgr. Chancel Jeanty, J.C.L. Chancellor for Canonical Affairs Archdiocese of Miami 9401 Biscayne Boulevard Miami Shores, FL 33138	

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ARTICLE X  
BYLAWS

The Member of the Corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes.

The Bylaws may be amended, altered or rescinded by the Member of the Corporation at any regular meeting or special meeting called for that purpose.

ARTICLE XI  
AMENDMENTS

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

ARTICLE XII  
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner that does not contravene the Code of Canon Law, the religious directives of the 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 XIII  
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 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 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 (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 a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the

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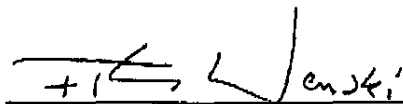
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undertaking of the Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue code and none of the 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 XV  
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 27 day of September, 2013, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

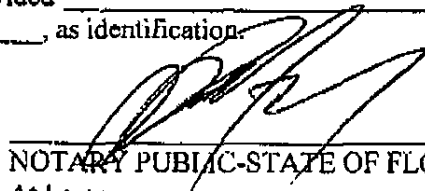


The Most Reverend Thomas G. Wenski, as  
Archbishop of the Archdiocese of Miami

STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE        )     SS:

The foregoing instrument was acknowledged before me this 27 day of September, 2013, by The Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, as subscribing incorporator of Archdiocese of Miami Mission Services, 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.

  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

Print, type or stamp Commissioned Name of Notary Public:



J. PATRICK FITZGERALD  
MY COMMISSION # DD 965974  
EXPIRES: March 18, 2014  
Bonded Thru Budget Notary Services

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Archdiocese of Miami Mission Services, Inc., a Florida not for profit corporation (the "Corporation"), at the principal office stated above, 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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