

02-01-15

05:00pm

From-BAKER & HOSTETLER

407-641

02/01/2015

13

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

9900-13

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000030348 3)))



H150000303483-BCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4287
Fax Number : (407) 841-0168

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Kshaughnessy@baker-law.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Catholic Lawyers Guild of Central Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED
15 FEB -5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
15 FEB -5 PM 4:32

Electronic Filing Menu Corporate Filing Menu

Help

2/16/15 2/5/2015

FILED

15 FEB -5 AM 9:56

ARTICLES OF INCORPORATION
OF
CATHOLIC LAWYERS GUILD OF CENTRAL FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of Catholic Lawyers Guild of Central Florida, Inc., does hereby adopt the following Articles of Incorporation, pursuant to the Florida Not-For-Profit Corporation Act.

ARTICLE I
NAME

- 1.1 The name of the corporation shall be **Catholic Lawyers Guild of Central Florida, Inc.**, ("the Guild" or "the Corporation") and its address shall be 50 East Robinson Street, Orlando, Florida, 32801.

ARTICLE II
PURPOSE

- 2.1 This Corporation is organized and shall be operated exclusively for charitable, religious, and/or educational purposes, and shall be subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and shall be operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church ("Canon Law") and the policies of the Roman Catholic Diocese of Orlando, Florida (the "Diocese"). Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated to, among other things, assist the Catholic community within the Diocese, to provide proper management of resources, and to provide not only for the current needs of the Corporation, but also to plan and provide for the future.
- 2.2 Nothing in these Articles shall be construed as creating, in any way, a Public Trust or public charitable trust, and all powers and activities hereunder, shall be limited accordingly.

ARTICLE III
QUALIFICATION OF MEMBER

- 3.1 The Member of this Corporation shall be the Most Reverend John G. Noonan, as Bishop of the Diocese of Orlando, and his successors in office.

ARTICLE IV
RESERVATION OF POWERS TO MEMBER

- 4.1 In addition to any action which requires the consent of the Member under the Florida Not For Profit Corporation Act, the following rights are specifically reserved to the Member:

- 4.1.1 The power to appoint Directors and to remove Directors with or without cause;
- 4.1.2 The power to amend the Articles of Incorporation or the Bylaws;
- 4.1.3 The power to dissolve the Corporation or merge or consolidate the Corporation with any other corporation, provided that the purpose of any merged or consolidated entity is consistent with Article II;
- 4.1.4 The power to appoint/engage legal counsel; and
- 4.1.5 Any additional rights as may from time to time be provided for in the Bylaws.

ARTICLE V
NAME AND ADDRESS OF INCORPORATION

- 5.1 The name and address of the Incorporator is as follows:

Kevin W. Shaughnessy
1052 Buckwood Avenue
Orlando, Florida 32806

ARTICLE VI
BOARD OF DIRECTORS

- 6.1 The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have between three and nine Directors. The Member of this Corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause, and at any such time as he may determine in his sole discretion.
- 6.2 The initial Directors are as follows:

Carmine Bravo

Leticia Diaz

Peter Hagood

Keith Hesse

Michelle Naberhaus

Miriam Suarez

Kevin Shaughnessy

ARTICLE VII
OFFICERS

- 7.1 The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be provided in the Bylaws.
- 7.2 The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII
TERM OF EXISTENCE

- 8.1 This Corporation is to exist perpetually.

ARTICLE IX
COMMENCEMENT OF EXISTENCE

- 9.1 The Corporation will begin its existence the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE X
BYLAWS

- 10.1 The Member of this Corporation shall adopt Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.
- 10.2 The Bylaws may be amended, altered or rescinded by the Member of this Corporation at any regular meeting or special meeting called for that purpose.

ARTICLE XI
AMENDMENTS

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

ARTICLE XII
CONDUCT OF AFFAIRS

- 12.1 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 Diocese of Orlando, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this Corporation.

ARTICLE XIII
LIMITATIONS ON ACTIVITIES

- 13.1 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 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 by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE XIV
DISTRIBUTION OF ASSETS UPON DISSOLUTION

- 14.1 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: a) payment of all costs and expenses of such dissolution; and b) the distribution of any assets or funds given or established by donors to benefit specific organizations to such organizations or their successors, subject to any restrictions imposed by said donors, shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or which is exempt pursuant to any Group Letter or other Ruling of the Internal Revenue Service issued to the Catholic Church and none of the 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 or which is exempt pursuant to any Group Letter or other Ruling of the Internal Revenue Service issued to the Catholic Church.

ARTICLE XV
REGISTERED OFFICE AND AGENT

- 15.1 The street address of the registered office of this Corporation is 50 East Robinson Street, Orlando, Florida 32801, and the name of the registered agent of this Corporation at the address is Bryan Joseph.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation of the Corporation to be signed this 5th day of January, 2015.

By: 

Name: Kevin W. Shaughnessy

Title: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

By: 

Name: Bryan Joseph

Title: Registered Agent

Dated: 1/30/15

605208409.1

FILED
15 FEB -5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA