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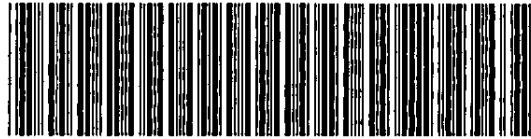
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✓ 03/19/15

**K** JOSHUA T. KELESKE, P.L.  
*Trusted Counsel of Tampa Bay*

March 11, 2015

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Cristo Rey Tampa High School at Mary Help of Christians, Inc.

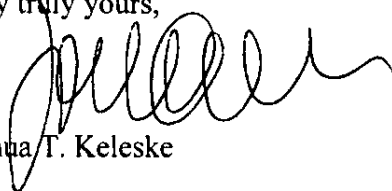
Dear Sir or Madam:

Enclosed for filing are the original and one (1) copy of the Not for Profit Articles of Incorporation of Cristo Rey Tampa High School at Mary Help of Christians, Inc. Upon filing, please return the stamped copy of the filed Articles to me in the enclosed postage paid envelope.

I am enclosing our firm check in the amount of \$78.75 (\$70.00 to cover the filing fee and \$8.75 for a certified copy).

If you have any questions, please contact me.

Very truly yours,

  
Joshua T. Keleske

JTK/lm  
Enclosures



ARTICLES OF INCORPORATION  
OF  
CRISTO REY TAMPA HIGH SCHOOL AT MARY HELP OF CHRISTIANS, INC.

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I  
Name and Address

(a) The name of the Corporation shall be CRISTO REY TAMPA HIGH SCHOOL AT MARY HELP OF CHRISTIANS, INC.

(b) The street address of the initial principal office of the Corporation shall be 6400 E. Chelsea Street, Tampa, Florida 33610.

ARTICLE II  
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE III  
Purposes; restrictions

(a) Subject to the restrictions set forth in paragraph (c), the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws (the "Code"), including without limitation for the purposes more particularly set forth in paragraph (b), below, and subject to the standards, guidelines and disciplines of the Salesians of Don Bosco.

(b) More specifically, the purposes of the Corporation include but are not limited to conducting, maintaining and supporting a college preparatory high school by the members of the Salesians of Don Bosco and their lay colleagues, for the promotion of learning, for the instruction and education of youth and to enjoy and exercise all the powers and functions of a college preparatory high school wherein various accepted curricula are offered and diplomas or certificates are conferred. The religious and educational work of Cristo Rey Tampa shall at all times be in accordance with the teachings and laws of the Roman Catholic Church and under the religious sponsorship of the Province, as such term is defined below. The Corporation shall not discriminate on the basis of race, gender, age, disability, national origin or ability to pay.

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(c) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) During any period in which the Corporation may be classified as a private foundation within the meaning of Code Section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code Section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code Section 4941(d)), shall not retain any excess business holdings (as defined in Code Section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944, and shall not make any taxable expenditures (as defined in Code Section 4945(d)).

(5) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Code Section 501(c)(3) or by organizations, contributions to which are deductible under Code Sections 170, 2055(a)(2) and 2522(a)(2).

#### ARTICLE IV

##### Powers

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

#### ARTICLE V

##### Members

The Corporation has members. The members are the persons serving as the Board of Members of the Corporation, consisting of (i) the Provincial (the "Provincial") of the Salesian Society, Inc., St. Philip the Apostle Province, a corporation organized as a membership corporation under the General Laws of the State of New York (or its corporate successor by merger, consolidation or otherwise, collectively, the "Province") or any person, Salesian (as hereinafter defined) or lay, designated by the Provincial to act on his behalf, and (ii) such members of the Roman Catholic religious order of priests and brothers known as the Salesians of

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Don Bosco (the "Salesians") as the Provincial may appoint. The terms of the members' incumbency, their rights and their qualifications, etc. shall be as set forth in the bylaws of the Corporation. Memberships of the Corporation are not transferable.

ARTICLE VI  
Directors

(a) Except as otherwise provided in these Articles or the Corporation's bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial Directors of the Corporation are as follows:

THE REVEREND STEVEN RYAN, SDB  
6400 E. Chelsea Street  
Tampa, Florida 33610

THE REVEREND THOMAS DUNNE, SDB  
148 Main Street  
New Rochelle, New York 10802

THE REVEREND JOHN SERIO, SDB  
148 Main Street  
New Rochelle, New York 10801

JOSHUA T. KELESKE  
3333 W. Kennedy Boulevard, Suite 204  
Tampa, Florida 33609

DANIEL FRENCH  
5118 N. 56<sup>th</sup> Street  
Tampa, Florida 33610

BRAD BAUMGARDNER  
1307 N. MacDill Avenue  
Tampa, Florida 33607

MONICA McINNIS  
5118 N. 56<sup>th</sup> Street  
Tampa, Florida 33610

MARCELO SEMPE  
3300 Henderson Boulevard  
Tampa, Florida 33609

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BRIAN D. MELTON  
14 East Jackson Boulevard  
Suite 1200  
Chicago, Illinois 60604

SCOTT P. RILEY  
7702 Woodland Center Blvd  
Suite 50  
Tampa, Florida 33614

LINCOLN TAMAYO  
1220 E. Cumberland Avenue  
Apartment 211  
Tampa, Florida 33602

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(c) The manner in which future Directors are to be elected or appointed shall be as set forth in these Articles and the bylaws of the Corporation. The number of Directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

#### ARTICLE VII Bylaws

The initial bylaws of the Corporation shall be adopted by the members and the Directors of the Corporation.

#### ARTICLE VIII Powers Reserved to the Members

The following management powers of the Board of Directors shall be vested in the members of the Corporation, except to the extent such management powers are from time to time delegated by the members to the Board of Directors of this Corporation:

(a) Amend, alter, modify or repeal the Corporation's Articles of Incorporation or Bylaws;

(b) Establish a new, or change the existing purposes of including the Corporation's mission, philosophy, objectives, and purposes for which it was and is formed and exists;

(c) Approve the Directors' election or appointment, remove any Director, and approve the hiring or removal of the Corporation's officers (e.g., President, Secretary and Treasurer);

(d) Approve the Corporation's operating and capital budgets, and the expenditure or incurrence of debt (or guaranty) in excess of \$250,000 not included in either budget, all in a manner that complies with the Constitutions of the Salesians;

(e) Acquisition, purchase, sale, lease, disposition, mortgage or hypothecation of real property by the Corporation, or any other action to encumber the Corporation's real property;

(f) Select an accounting firm for tax and audit work;

(g) Merge, consolidate, or affiliate the Corporation with another corporation, organization or program;

(h) Dissolve or terminate the existence of the Corporation, or one of its programs, and determine the distribution of assets upon termination or dissolution;

(i) Approve the disposition of all or substantially all of the assets of the Corporation; and

(j) Do any act in contravention to any of the forgoing actions.

#### ARTICLE IX Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, the Board of Directors shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation to the Salesian Society of Florida, Inc., for its use, provided that such organization is then an exempt organization described in Code Section 501(c)(3). If the Salesian Society of Florida, Inc. is not then so qualified, then the remaining assets of the Corporation shall be distributed to the Province, if the Province is then an exempt organization described in Code Section 501(c)(3). If the Province is not then so qualified, the Board of Directors shall distribute any remaining assets or property of the Corporation to the Direzione Generale Opere Don Bosco of Rome, Italy (the "DGO Don Bosco"), if such organization shall then qualify as a permissible recipient of such assets under Code Section 501(c)(3). In the event that the DGO Don Bosco shall not then qualify as a permissible recipient of such assets under Code Section 501(c)(3), the Board of Directors shall distribute any remaining assets or property of the Corporation to The Holy Father Pro Tempore, Vatican City, if such organization shall then qualify as a permissible recipient of such assets under Code Section 501(c)(3). If none of the foregoing organizations shall then qualify as permissible recipients of such assets under Code Section 501(c)(3), the Board of Directors shall distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) to one or more organizations then located in the United States and qualified under Code Section 501(c)(3) as the Board of Directors shall deem appropriate and as approved by the members of the Corporation. Any such assets not so disposed of shall be disposed of by a Florida Court of appropriate jurisdiction, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X  
Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 3333 W. Kennedy Boulevard, Suite 204, Tampa, Florida 33609, and the initial registered agent of this Corporation at such office shall be JOSHUA T. KELESKE. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE XI  
Incorporator

The name and street address of the Incorporator making these Articles of Incorporation are THE REVEREND STEVEN RYAN, SDB, 6400 E. Chelsea Street, Tampa, Florida 33610.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this  
5<sup>th</sup> day of March, 2015.

Fi. Steve Ryan SDB  
THE REVEREND STEVEN RYAN, SDB


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CERTIFICATE OF ACCEPTANCE

The undersigned, JOSHUA T. KELESKE, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 5 day of March, 2015.

  
JOSHUA T. KELESKE

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