

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ARTICLES OF INCORPORATION

MISERERE GUILD OF HILLSBOROUGH
COUNTY, INC.

Signature _____

Requested by: SETH

4/14/2015 AM

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

15 APR 16 AM 8:21
STATE
TALLAHASSEE FLORIDA

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 15, 2015

CAPITAL CONNECTION, INC.
ATTN: SETH

SUBJECT: MISERERE GUILD OF HILLSBOROUGH COUNTY, INC.
Ref. Number: W15000025905

We have received your document for MISERERE GUILD OF HILLSBOROUGH COUNTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 315A00007412

15 APR 16 10:11:08

**ARTICLES OF INCORPORATION
OF
MISERERE GUILD OF HILLSBOROUGH COUNTY, INC.**

We, the undersigned, with other persons being desirous of forming a corporation for 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 Miserere Guild of Hillsborough County, Inc., and its address is 6369 Ninth Avenue North, St. Petersburg, Florida 33713.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
PURPOSES**

The corporation is organized as a not-for-profit organization exclusively for religious purposes. The purposes of the corporation are:

- A. To carry on the general religious and charitable work of the Roman Catholic Church in the Diocese of St. Petersburg, Florida, United States of America, and to engage in all aspects of the business of establishing, conducting and maintaining Catholic cemeteries in the Diocese of St. Peterburg for the charitable burial of the clergy and indigent of the Roman Catholic Church, and to form and maintain public cemeteries for the burial of deceased persons who may be entitled to burial according to the law, rules and regulations of the Roman Catholic Church.
- B. The corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.
- C. To carry out the above purposes, the corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; as well as those purposes below; provided, however, that this corporation in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
POWERS**

The corporation is empowered:

- A. To buy, own, sell, convey, assign, mortgage, lease, or encumber any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or insistent to the accomplishment of the purposes set forth in these Articles of Incorporation.
- B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the purposes described in these Articles of Incorporation and to secure the same by mortgage, pledge or other lien upon the corporation's profit.
- C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.
- D. In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code.
- E. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.
- F. RESERVED POWERS TO SOLE MEMBER: The Corporation is an Apostolate of the Roman Catholic Diocese of St. Petersburg, Florida and as such, the Canon Law requires that certain rights be reserved to the Bishop, as a Sole Member of the Corporation. Therefore, the following rights are specifically reserved to the Sole Member:
 - 1. The operation philosophy of the Corporation shall be approved by the Sole Member and shall be consistent with the teachings and tenets of the Roman Catholic Church;
 - 2. The Corporation will not be merged or dissolved without the express written approval of the Sole Member;
 - 3. The borrowing of money for capital purposes, or for any purpose not involving the day to day operations of the Corporation;
 - 4. The purchase, sale, lease (as lessee or lessor), disposition or hypothecation of real property of the Corporation;
 - 5. The appointment of fiscal auditors;
 - 6. The election, evaluation, and removal of the Trustees;
 - 7. The filling of any vacancies which might occur on the Board of Trustees;

8. The adoption, altering, amending or repealing of the Articles of Incorporation or By-Laws of the Corporation;
9. The approval of all consolidated capital and operation budgets of the Corporation; and
10. The approval of all disbursements which are non-budgeted items exceeding Twenty-Five Thousand Dollars (\$25,000.00).

ARTICLE V MEMBERS

The sole Member of this corporation shall be the Most Rev. Robert N. Lynch, as Bishop of the Diocese of St. Petersburg, and his successors in office. In the absence of the bishop, the diocesan administrators *sede vacante* shall assume the role as Member.

ARTICLE VI BOARD OF TRUSTEES

The business affairs of this corporation shall be managed by the Board of Trustees. The corporation shall have not less than three, nor more than twelve elected Trustees. Trustees shall be elected and serve as provided in the By-Laws of the corporation.

The names and addresses of the persons currently serving as Trustees are:

Mr. Frank V. Murphy, III
6363 Ninth Avenue North
Post Office Box 40200
St. Petersburg, FL 33743-0200

Rev. Ralph Argentino
6363 Ninth Avenue North
Post Office Box 40200
St. Petersburg, FL 33743-0200

Rev. Msgr. Robert R. Morris
6363 Ninth Avenue North
Post Office Box 40200
St. Petersburg, FL 33743-0200

ARTICLE VII 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 By-Laws. A person may hold more than one office at one time. The initial officers are:

President	Rev. Ralph Argentino
Vice President	Rev. Msgr. Robert R. Morris
Secretary/Treasurer	Frank V. Murphy, III

Section 2. The officers shall be elected at the annual meeting of the Board of Trustees or as provided in the By-Laws.

ARTICLE VIII BY-LAWS

The Board of Trustees may adopt or amend the By-Laws for the conduct of the corporation's business and the carrying out of its purposes, subject however, to the prior approval of the permanent members of the corporation.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended only upon a majority vote of the permanent members of the corporation at any regular special meeting called for that purpose.

ARTICLE X CONDUCT OF AFFAIRS

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 St. Petersburg, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and By-Laws of this corporation.

ARTICLE XI LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this 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.

ARTICLE XII INCORPORATORS

The names and street addresses of the person signing these Articles of Incorporation as the Incorporators is:

Rev. Ralph Argentino

6363 Ninth Avenue North
St. Petersburg, FL 33713

**ARTICLE XIII
REGISTERED OFFICE AND AGENT**

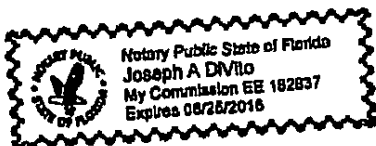
The street address of the initial registered office of this corporation is 4514 Central Avenue, St. Petersburg, Florida 33711, and the name of the initial registered agent of this corporation at the address is Joseph A. DiVito, Esquire.

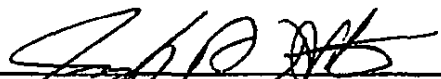
IN WITNESS WHEREOF, I, the undersigned Incorporator does hereby certify that the Articles of Incorporation were duly presented at a special meeting of the membership called for that purpose, and were adopted by majority vote of the permanent members this 24 day of March, 2015.


Rev. Ralph Argentino, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

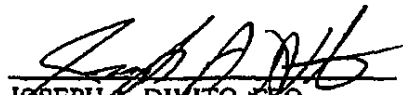
The foregoing instrument was acknowledged before me this 24 day of March, 2015, by Rev. Ralph Argentino, who is personally known to me, or produced _____ as identification, and who acknowledged before me that he executed and subscribes to these Articles of Incorporation.




NOTARY PUBLIC
Name: Joseph A. DiVito
My Commission expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process on behalf 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.


JOSEPH A. DIVITO, ESQ.,
Registered Agent