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June 11, 2015

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

Re: Cristo Rey Tampa Work Study, 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 Work Study, 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 \$70.00 to cover the filing fee.

If you have any questions, please contact me.

Very truly yours.

Jøshua T. Keleske

JTK/dg Enclosures



## ARTICLES OF INCORPORATION OF CRISTO REY TAMPA WORK STUDY, 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 WORK STUDY, 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 <u>Purposes; restrictions</u>

(a) Subject to the restrictions set forth in paragraph (b), 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"), and subject to the standards, guidelines and disciplines of the Salesians of Don Bosco.

#### (b) 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 no members.

#### ARTICLE VI <u>Directors</u>

- (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

JOSHUA T. KELESKE 3333 W. Kennedy Boulevard, Suite 204 Tampa, Florida 33609 CHARLES IMBERGAMO 6400 E. Chelsea Street Tampa, Florida 33610

(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 Directors of the Corporation.

## ARTICLE VIII 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 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 (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. 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 IX 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 X Incorporator

The name and street address of the Incorporator making these Articles of Incorporation are JOSHUA T. KELESKE, 3333 W. Kennedy Boulevard, Suite 204, Tampa, Florida 33609.

#### 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 10th day of June, 2015.

OSHUAT. KELESKÉ