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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CATHOLIC COMMUNITY FOUNDATION OF SOUTHEAST  
FLORIDA, INC.**

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ARTICLES OF INCORPORATION OF  
CATHOLIC COMMUNITY FOUNDATION OF SOUTHEAST FLORIDA, INC. OF STATE  
A FLORIDA NOT FOR PROFIT CORPORATION  
PALM BEACH, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is Catholic Community Foundation of Southeast Florida Inc., a Florida not for profit corporation, (hereinafter called the "Corporation") whose principal office is located at 9995 North Military Trail, Palm Beach Gardens, Florida 33410.

ARTICLE II  
PURPOSE

(a) To provide a unified means for individuals, families, corporations, private foundations and other organizations to voluntarily make gifts for the benefit of any of the institutions of the Roman Catholic Church particularly those located in the counties of Palm Beach, Martin, St. Lucie, Okeechobee and Indian River. With full regard for the interests of the donors and reflecting the Church's extensive and diverse efforts to carry out the work of Our Lord, the Corporation shall foster, secure, administer and invest gifts, especially endowed gifts, for any and all of the individual parishes, schools and other agencies of the Catholic Church. By taking this measure to perpetuate the religious, charitable, and educational institutions of the Church, particularly those located in in the counties of Palm Beach, Martin, St. Lucie, Okeechobee and Indian River, the Corporation shall serve the Diocese of Palm Beach, the benefitting ministries, and the donors in their efforts to fulfill the two Great Commandments - that we are to love God with our whole being and to love our neighbor as ourselves for the love of God.

(b) The general purposes for which the Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

(c) Except as limited by the Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE III  
QUALIFICATIONS FOR MEMBERS AND THE  
MANNER OF THEIR ADMISSION

The Member shall be The Most Reverend Gerald M. Barbarito, D.D., J.C.L., as Bishop of the Diocese of Palm Beach, and his successors in office.

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**ARTICLE IV**  
**RESERVATION OF POWERS TO MEMBER**

The Corporation is an apostolate of the Catholic Church and as such the Code of Canon Law requires that certain powers should be reserved to the Bishop of the Diocese. Therefore, the following powers are specifically reserved to the Member and any provision in the 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.
- (b) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.
- (c) The Bylaws shall be adopted by the Member.
- (d) The Member may appoint a Director at any time and may remove any Director at any time for any reason.
- (e) The Member shall approve the appointment and the removal of the President, the outside auditor and the legal counsel of the Corporation.
- (f) Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered or otherwise disposed of without the express written approval of the Member.
- (g) The Member shall approve in advance the annual budget and any expenditure in excess of \$50,000.
- (h) The Member shall approve, in advance, any compensation to an Officer or a Director as provided for in Article XII, herein.

**ARTICLE V**  
**ADDRESS OF REGISTERED OFFICE AND**  
**NAME OF REGISTERED AGENT**

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial Registered Agent of the Corporation is J. Patrick Fitzgerald, Esquire.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors initially consisting of not fewer than three (3), and thereafter at the next election not fewer than seven (7) persons, and not more than twenty-one (21) persons, the exact number to be determined from time to time in accordance with the Bylaws. The election and term of office of the Directors shall be set forth in the Bylaws.

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The names and addresses of the persons who will serve as initial Directors until the next election are as follows:

<u>Name</u>	<u>Address</u>
Most Rev. Gerald M. Barbarito	9995 North Military Trail Palm Beach Gardens, FL 33410
Rev. Charles Notabartolo	9995 North Military Trail Palm Beach Gardens, FL 33410
Mr. Denis Hamel	9995 North Military Trail Palm Beach Gardens, FL 33410

### ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is:

The Most Reverend Gerald M. Barbarito, D.D., J.C.L.  
Bishop of the Diocese of Palm Beach  
9995 North Military Trail  
Palm Beach Gardens, FL 33410

### ARTICLE VIII TERM OF EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE IX COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

### ARTICLE X OFFICERS

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers, or as provided for in the Bylaws.

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The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:

Most Rev. Gerald M. Barbarito 9995 North Military Trail Palm Beach Gardens, FL 33410	President
Rev. Charles Notabartolo 9995 North Military Trail Palm Beach Gardens, FL 33410	Secretary
Mr. Denis Hamel 9995 North Military Trail Palm Beach Gardens, FL 33410	Treasurer

### ARTICLE XI POWERS

Except as limited by the Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of the Corporation and other affiliated organizations;
- (b) To lease all or a portion of such real and personal property;
- (c) To make charitable contributions to any affiliated organizations;
- (d) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (e) To utilize its income in furtherance of the foregoing objectives.

### ARTICLE XII LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits

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in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

### **ARTICLE XIII 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 statutes of the Diocese of Palm Beach, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

### **ARTICLE XIV DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connection with such dissolution, the remaining assets shall be distributed to such organizations for which endowments were established and held by the Corporation, or to the Diocese of Palm Beach to be held for the benefit of such organizations, and the balance of the assets shall be distributed to the Diocese of Palm Beach for the use and purposes designated upon the establishment of the fund. Upon dissolution, the assets may be distributed to a successor community foundation with an established purpose and powers not inconsistent with the purposes and powers established under the Articles of Incorporation. In no event shall any of the remaining assets be distributed to any organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

### **ARTICLE XV AMENDMENTS**

The Articles of Incorporation may be amended, altered, modified or revoked by the Member.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 10 day of November, 2016.

Catholic Community Foundation of Southeast Florida, Inc.,  
a Florida not for profit corporation

By:

+ Gerald M. Barbarito

The Most Reverend Gerald M. Barbarito, D.D., J.C.L., Incorporator  
Bishop of the Diocese of Palm Beach  
9995 North Military Trail  
Palm Beach Gardens, FL 33410

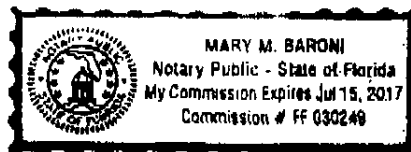
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2016, by The Most Reverend Gerald M. Barbarito, D.D., J.C.L., Bishop of the Diocese of Palm Beach, as Incorporator of Catholic Community Foundation of Southeast Florida, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check One) [ ☒ ] He is personally known to me or [ ☐ ] He has produced \_\_\_\_\_, as identification.

Mary M. Baroni

NOTARY PUBLIC-STATE OF FLORIDA

Print, Type or Stamp Commissioned Name of Notary Public:



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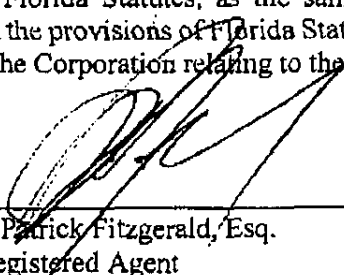
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for Catholic Community Foundation of Southeast Florida, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.05054 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, Esq.  
Registered Agent

JFFA/14-11000285112-ARTICLE 8 OF INCORPORATION FINAL 9-13-2016