

N 17 0000 12352

(Requestor's Name)

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(City/State/Zip/Phone #)

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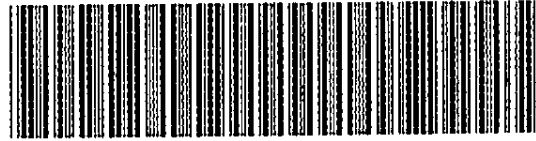
(Business Entity Name)

(Document Number)

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R. WHITE
JUN 20 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

DOCUMENT NUMBER: N17000012352

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dieudonne Pierre Bélizaire
(Name of Contact Person)

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.
(Firm/ Company)

53 NE 60 Street, Suite Rear
(Address)

Miami, Florida 33137
(City/ State and Zip Code)

sisterdona7@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger E. Biamby at 305 335-0433
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N17000012352

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

53 NE 60th Street, Rear.

Miami, Florida 33137

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

53 NE 60th Street, Rear.

Miami, Florida 33137

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

SAME

SAME

New Registered Office Address:

SAME

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Dieudonne Pierre Bélizaire</u>	<u>53 NE 60th Street, Rear</u> <u>Miami, Florida 33137</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Reginald Fouché</u>	<u>265 Sterling Street</u> <u>Clinton, MA 01510</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>2nd V</u>	<u>Roger E. Biamby</u>	<u>703 NE 117th Street</u> <u>Biscayne Park, FL 33161</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Dr. Samuel Joseph</u>	<u>22730 SW 55th Avenue</u> <u>Boca Raton, FL 33433</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Ass't. S</u>	<u>Brigitte B. Ménard</u>	<u>671 Eagle Lane</u> <u>Lansdale, PA 19446</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Pierre Richard Rancv</u>	<u>209-66 Whitehall Terrace</u> <u>QueensVillage, NY 11427</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ARTICLE II (AMENDED)

ARTICLE III (AMENDED)

ARTICLE IV (AMENDED)

ARTICLE V (AMENDED)

ARTICLE VI (AMENDED)

ARTICLE VII (AMENDED)

ARTICLE VIII (AMENDED)

ARTICLE IX (ADDED)

ARTICLE X (ADDED)

The date of each amendment(s) adoption: 04/18/2021, if other than the date this document was signed.

Effective date if applicable: 04/18/2021
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

Type of Action

Title

Name

Address

7) X ADD

Ass't. Treasurer

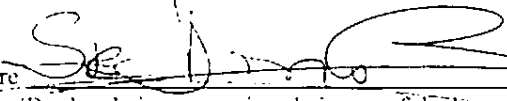
Phita Moléus

61 Nain Street

Stoneham, MA 02180

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 04/18/2021 _____

Signature  _____

(By the chairman or vice chairman of the board; president or other officer if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dieudonne Pierre Bélizaire

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION

of

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

ARTICLE I

The name of this corporation is:

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

ARTICLE II

The term for which this corporation shall exist, shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To foster, support, and engage in activities relative to humanitarian relief, socioeconomic development, progress and ideals, including any and all activities, which are lawful and appropriate in accordance with the laws of the State of Florida and the laws of Haiti. The organization shall engage in activities and programs that serve the Haitian communities in the United States and Haiti, and which serve to promote socioeconomic, cultural and human development, mutual understanding, and public service in both countries.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business of powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

The purposes for which **CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.**, is organized are exclusively charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of section 501 ©

(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

In pursuit of its goals, the organization shall establish the following objectives:

- 1) To provide food and shelter for orphans in Haiti,
- 2) To provide and facilitate schooling for orphans, and
- 3) To promote the general welfare of orphans in Haiti.

ARTICLE IV

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

Members shall qualify for admission, and shall be admitted as members, in accordance with the by-laws of this corporation. A two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors. Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the Executive Committee of the Board, those members receiving the highest number of votes as there are vacancies.

ARTICLE VI

ELECTION AND TERM

Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the Executive Committee of the Board, those members receiving the highest number of votes as there are vacancies. Each elected Director shall serve a term of office for a period of three (3) years. Any elected Director may be re-elected for an additional three (3) year term.

ARTICLE VII

The street address of the registered office of this corporation is:

53 NE 60 Street, Suite Rear, Miami, Florida 33137

ARTICLE VII

This corporation shall have as directors those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than seven (7) nor, more than twenty one (21). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dieudonne Pierre Bélizaire, President	53 NE 60 th Street, Rear, Miami, Florida 33137
Reginald Fouché, 1 st Vice President	265 Sterling Street, Clinton, MA 01510
Roger E. Biamby, 2 nd Vice President	703 NE 117 th Street, Biscayne Park, FL 33161
Dr. Samuel Joseph, Secretary	22730 SW 55 th Avenue, Boca Raton, FL 33433
Brigitte Ménard Bonny, Assis't Secretary	671 Eagle Lane, Lansdale, PA 19446
Pierre Richard Rancy, Treasurer	209-66 Whitehall Ter. QueensVillage, NY11427
Phito Moléus, Assistant Treasurer	Moleus Law, LLC 61 Main Street, Stoneham, MA 02180

ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

Dieudonne Pierre Bélizaire, President	53 NE 60 th Street, Rear, Miami, Florida 33137
Reginald Fouché, 1 st Vice President	265 Sterling Street, Clinton, MA 01510
Roger E. Biamby, 2 nd Vice President	703 NE 117 th Street, Biscayne Park, FL 33161
Dr. Samuel Joseph, Secretary	22730 SW 55 th Avenue, Boca Raton, FL 33433
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Pierre Richard Rancy, Treasurer	209-66 Whitehall Ter. QueensVillage, NY11427
Phito Moléus, Assistant Treasurer	Moleus Law, LLC 61 Main Street, Stoneham, MA 02180

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The name and address of the person signing these Articles is:

Name:

Address:

Dieudonne Pierre Bélizaire

53 NE 60th Street, Rear, Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April 2021.



Dieudonne Pierre Bélizaire, President

ARTICLE X

In compliance with section 48.091, Florida statues, the following is submitted:

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at:

53 NE 60th Street, Rear, Miami, Florida 33137
has named:

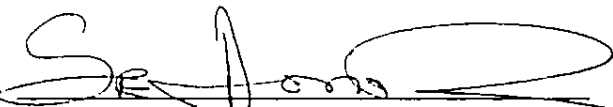
Dieudonne Pierre Bélizaire, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.



Dieudonne Pierre Bélizaire, President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April 2021.



Dieudonne Pierre Bélizaire, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

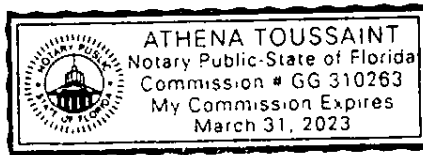
BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: Dieudonne Pierre Bélizaire, known to me and known by me to be the person who executed the foregoing Amended Articles of Incorporation, and she acknowledged before me that she executed these Amended Articles of Incorporation.

The foregoing instrument was acknowledged before me this 19th day of April, 2021, by Dieudonne Pierre Bélizaire, President, who is personally known to me or who has produced her passport as identification.

NOTARY PUBLIC - STATE OF FLORIDA

Printed name of notary *Athena Toussaint*

My Commission Expires: *Athena Toussaint*



AMENDED ARTICLES OF INCORPORATION

of

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

ARTICLE I

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To foster, support, and engage in activities relative to humanitarian relief, socioeconomic development, progress and ideals, including any and all activities, which are lawful and appropriate in accordance with the laws of the State of Florida and the laws of Haiti. The organization shall engage in activities and programs that serve the Haitian communities in the United States and Haiti, and which serve to promote socioeconomic, cultural and human development, mutual understanding, and public service in both countries.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business of powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

The purposes for which **CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.**, is organized are exclusively charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of section 501 ©

(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

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- 3) To promote the general welfare of orphans in Haiti.

ARTICLE IV

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Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

Members shall qualify for admission, and shall be admitted as members, in accordance with the by-laws of this corporation. A two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors. Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the **Executive Committee** of the Board, those members receiving the highest number of votes as there are vacancies.

ARTICLE VI

ELECTION AND TERM

Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the **Executive Committee** of the Board, those members receiving the highest number of votes as there are vacancies. Each elected Director shall serve a term of office for a period of three (3) years. Any elected Director may be re-elected for an additional three (3) year term.

ARTICLE VII

The street address of the registered office of this corporation is:

53 NE 60 Street, Suite Rear, Miami, Florida 33137

ARTICLE VII

This corporation shall have as directors those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than seven (7) nor, more than twenty one (21). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dieudonne Pierre Bélizaire, President	53 NE 60 th Street, Rear, Miami, Florida 33137
Reginald Fouché, 1 st Vice President	265 Sterling Street, Clinton, MA 01510
Roger E. Biamby, 2 nd Vice President	703 NE 117 th Street, Biscayne Park, FL 33161
Dr. Samuel Joseph, Secretary	22730 SW 55 th Avenue, Boca Raton, FL 33433
Brigitte Ménard Bonny, Assis't Secretary	671 Eagle Lane, Lansdale, PA 19446
Pierre Richard Rancy, Treasurer	209-66 Whitehall Ter. QueensVillage, NY11427
Phito Moléus, Assistant Treasurer	Moleus Law, LLC 61 Main Street, Stoneham, MA 02180

ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

Dieudonne Pierre Bélizaire, President	53 NE 60 th Street, Rear, Miami, Florida 33137
Reginald Fouché, 1 st Vice President	265 Sterling Street, Clinton, MA 01510
Roger E. Biamby, 2 nd Vice President	703 NE 117 th Street, Biscayne Park, FL 33161
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Pierre Richard Rancy, Treasurer	209-66 Whitehall Ter. QueensVillage, NY11427
Phito Moléus, Assistant Treasurer	Moleus Law, LLC 61 Main Street, Stoneham, MA 02180

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The name and address of the person signing these Articles is:

Name:

Address:

Dieudonne Pierre Bélizaire

53 NE 60th Street, Rear, Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April 2021.



Dieudonne Pierre Bélizaire, President

ARTICLE X

In compliance with section 48.091, Florida statues, the following is submitted:

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at:

53 NE 60th Street, Rear, Miami, Florida 33137
has named:

Dieudonne Pierre Bélizaire, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.



Dieudonne Pierre Bélizaire, President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April 2021.



Dieudonne Pierre Bélizaire, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

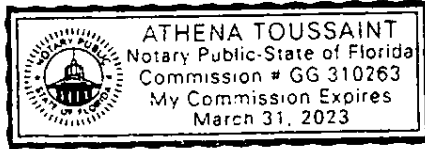
BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: Dieudonne Pierre Bélizaire, known to me and known by me to be the person who executed the foregoing Amended Articles of Incorporation, and she acknowledged before me that she executed these Amended Articles of Incorporation.

The foregoing instrument was acknowledged before me this 19th day of April, 2021, by Dieudonne Pierre Bélizaire, President, who is personally known to me or who has produced her passport as identification.

NOTARY PUBLIC - STATE OF FLORIDA

Printed name of notary *Athena Toussaint*

My Commission Expires: *Athena Toussaint*



**Electronic Articles of Incorporation
For**

N17000012352
FILED
December 14, 2017
Sec. Of State
nculligan

CONGREGATION SOEURS REDEMPTRICES DE NAZARETH INC

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CONGREGATION SOEURS REDEMPTRICES DE NAZARETH INC

Article II

The principal place of business address:

5901 NE 2ND AVE
MIAMI, FL. 33137

The mailing address of the corporation is:

5901 NE 2ND AVE
MIAMI FL. 33137

Article III

The specific purpose for which this corporation is organized is:

ALL AND LAWFUL BUSINESS PURPOSES CARING AND HELPING OTHERS
FOR HUMANITARIAN SERVICES.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

DIEUDONNE PIERRE BELIZAIRE SISTER
5901 NE 2ND AVE
MIAMI FL. 33137

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: PIERRE BELIZAIRE DIEUDONNE

N17000012352
FILED
December 14, 2017
Sec. Of State
nculligan

Article VI

The name and address of the incorporator is:

PIERRE BELIZAIRE DIEUDONNE
5901 NE 2ND AVE

MIAMI FL 33137

Electronic Signature of Incorporator: PIERRE BELIZAIRE DIEUDONNE

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DIEUDONNE PIERRE BELIZAIRE
5901 NE 2ND AVE
MIAMI FL 33137

Article VIII

The effective date for this corporation shall be:

01/01/2018

AMENDED BYLAWS

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

ARTICLE I

NAME AND LOCATION

Section 1.1 NAME

The name of this corporation shall be:

CONGRÉGATION SOEURS RÉDEMPTRICES DE NAZARETH, INC.

Section 1.2 LOCATION

The principal office shall be in Miami, Florida. The corporation may have other offices as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSES AND POWERS

Section 2.1 PURPOSES

This corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 2.2 POWERS

This corporation shall exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in its Articles of Incorporation and which powers shall be granted by the laws of the State of Florida.

Section 2.3

This corporation shall not conduct nor, permit to be conducted any activity that would exclude the corporation from the tax exempt status as established under the laws of the State of Florida and the regulation Codes as they now exist or may be hereafter amended. Nor shall the corporation do any act contrary to its status as tax exempt

charter.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 POWERS

Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the Board of Directors shall exercise full power and authority to do all things deemed necessary and expedient to conduct and direct the business and affairs of the corporation.

The following powers are reserved exclusively to the Board of Directors:

- 3.1.1 To determine or change the mission, the philosophy, goals and purposes of the corporation for which it was and is formed and exists.
- 3.1.2 To assure that the plans and programs meet the philosophy, goals and mission as enunciated by the Bylaws.
- 3.1.3 To establish a suitable mechanism for conducting the business of the Board.
- 3.1.4 To approve the appointments or removal of Directors by the Board of Directors by a two-third (2/3) majority.
- 3.1.5 To amend, alter, modify or repeal the Articles of Incorporation and Bylaws of the corporation.
- 3.1.6. To grant prior approval to any increment to any existing capital debt or to renegotiate, modify or otherwise change any existing capital debt obligations of this corporation.
- 3.1.7 To approve the acquisition, purchase, sale, lease, transfer of encumbrance of land or buildings, and the construction or demolition of

buildings owned by the corporation or in which the corporation has or will have equitable or legal title.

3.1.8 To approve any merger and consolidation of this corporation with another organization or program.

3.1.9 To dissolve or terminate the existence of this corporation and to determine the distribution of assets upon such termination or dissolution.

3.1.10 To request information from and to receive an Annual Report from the Chief Executive Officer concerning the implementation of the corporation's mission, philosophy and goals, including a financial statement.

3.1.11 To provide for long-range financial stability.

3.1.12 To approve the annual capital and operating budgets.

3.1.13 To establish appropriate committees.

3.1.14 To authorize and to enter contracts in the course of the business and to incur obligations on behalf of the corporation.

3.1.15 To take reasonable measures to safeguard the assets of the corporation.

3.1.16 To do all else necessary to promote the spiritual, physical and financial well-being of the corporation.

3.1.17 To exercise such other powers as may be required or permitted by law.

Section 3.2 MEETINGS

The Annual meeting of the Board of Directors shall be held in December or at such other time as determined by the Board of Directors.

Section 3.3 BOOKS AND CORPORATE RECORDS

3.3.1 The Corporation shall keep as records, minutes of all meetings of the Board of Directors and its committees, as well as, records of all actions taken by its committees,

the Board of Directors on behalf of the corporation. Furthermore, the corporation shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable period of time:

- 1) Accurate accounting records;
- 2) A list of its present Board of Directors that shall include their names and addresses;
- 3) A copy of the Articles of Incorporation or restated Articles of Incorporation and all amendments thereto currently in effect;
- 4) A copy of the corporation's Bylaws or restated Bylaws and all amendments thereto currently in effect;
- 5) Minutes of all Board and Committees meetings and record of all actions taken by the Board without a meeting for the past three years;
- 6) Written communications to all officers, directors and members within the past three years;
- 7) A copy of the corporation's financial statements furnished by a bona fide Certified Public Accounting firm for the last three years;
- 8) The most recent Annual Report delivered to the Department of State.

Section 3.3.2 INSPECTION OF RECORDS BY MEMBERS

A member of the corporation is entitled to:

- (i) Inspect and copy, during regular business hours at the corporation's principal office any of the records of the corporation if he/she gives written notice of such request to the Secretary of the Board of Directors at least five (5) business days before the date during which the member wishes to inspect and copy; and
- (ii) Such request is made in good faith and for proper purpose (defined as a purpose

reasonably related to such member's interest); and

(iii) The member shall describe with reasonable particularity the purpose of the request and the record he/she desires to inspect and such records are directly connected with the member's purpose. The records hereinafter set forth are as follows:

(a) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the corporation, and records of action taken committees of the Board or by the Board of Directors without a meeting to the extent not otherwise subject to inspection;

(b) Accounting records of the corporation;

(c) Records of members of the Board of Directors and of the corporation;

(d) Any other books and records.

The foregoing inspection rights may be exercised by a member, a member's agent or attorney. It is further provided that the right to copy records includes, if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida law. If requested by the member, the corporation shall comply with such request by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

ARTICLE IV

Section 4.1 NUMBER AND QUALIFICATION

The Board of Directors shall consist of not less than seven (7) and not more than twenty one (21) Directors, with the exact number of Directors to be fixed from time to time by the Board of Directors. No decrease in the number of Directors shall have the

effect of shortening the term of office of any incumbent Director.

Section 4.2 ELECTION AND TERM

4.2.1 Elections

Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the **Executive Committee** of the Board, those members receiving the highest number of votes as there are vacancies.

4.2.2 Tenure

Each elected Director shall serve a term of office for a period of three (3) years. Any elected Director may be re-elected for an additional three (3) year term. Initially, one-third (1/3) of the Directors will be elected for a one (1) year term, one-third (1/3) for a two (2) year term and, one-third (1/3) for a three (3) year term.

ARTICLE V

REGULAR MEETINGS

Section 5.1

A regular annual meeting of the Board of Directors shall be held in December of each year, at such time and place as shall be designated by the Chairperson, for the purpose of electing members of the Board of Directors. Regular meetings of the Board of Directors shall be held not less than quarterly and at the time of the annual meeting. It is an obligation for all Board Members to attend all scheduled meetings of the Board of Directors. Disciplinary actions shall be taken against any Board Member who fails to justify his/her continuous absence or tardiness at scheduled Board meetings.

Section 5.2 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called at the discretion of the Chairperson, or a majority of the voting Directors then in office, to be held at such time

and place, as shall be designated in the notice of the meeting, along with the stated purpose of the meeting and business to be transacted at such meeting.

Section 5.3 NOTICE

Notice of the time and place of meeting of the Board of Directors, either annual, regular or special, shall be given at least fifteen (15) days previously thereto by telephone or by written notice delivered personally or sent by mail or facsimile to each Director at his/her address as shown by the records of the corporation, and a follow-up reminder by telephone or facsimile shall be made to each Director three days before the actual meeting date. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.4 QUORUM

A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of Directors, but majority of those present at any meeting shall have the power to adjourn such meeting to a future date and place.

Section 5.5 MANNER OF ACTING

5.5.1 Formal Action. The act of majority of Directors voting in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

There shall be no voting by proxy.

5.5.2 Action Without Meeting

Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all

Directors shall individually or collectively sign a consent(s) in writing setting forth the action to be taken. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board without a meeting shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Bylaws of the corporation authorize its Directors to so act.

5.5.3. Meeting by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, provided that all Directors participating in such a meeting can hear one another. Participation in a meeting, pursuant to this paragraph, constitutes present in person at such meeting and must be duly recorded in the minutes.

Section 5.6 RESIGNATION AND REMOVAL

Any Director may resign from the Board at any time by giving written notice to the Chairperson or the Secretary of the Board and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Director(s) may be removed from office, for cause, by the act of the majority members of the Board of Directors.

Section 5.7 VACANCIES

A vacancy occurring in the Board of Directors and any directorship(s) to be filled by reason of an increase in the number of Directors shall be approved by the majority members of the Board of Directors. The vacancy shall be filled until the end of that calendar year.

Section 5.8 PROCEDURES

The Chairperson shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedures which shall be consistent with these Bylaws, the Articles of Incorporation, or applicable law.

Section 5.9 CONFLICT OF INTEREST

Any Board member who has a special financial interest, direct or indirect, in any transaction contemplated by the Board shall make it known and shall refrain from voting. Wilful violation of this section shall constitute malfeasance and, in effect, forfeiture of office and render the transaction voidable by the Board.

ARTICLE VI

EXECUTIVE COMMITTEE MEMBERS

Section 6.1

The members of the Executive Committee of the Board shall consist of: a Chairperson, a First Vice-President, a second Vice-President, a Secretary, an Assistant Secretary, a Treasurer, and an assistant Treasurer.

No person shall hold more than one (1) office.

The Directors may have such additional Executive Committee members as they, in their discretion, shall elect.

Section 6.2 ELECTION AND TERM OF OFFICE

As required by these Bylaws, the member of the Board of Directors, including the Executive Committee members, shall be elected or re-elected for a period of three (3) years by the members of the organization at its regular annual meeting.

Vacancies may be filled for a term of one year.

Section 6.3 REMOVAL AND RESIGNATIONS

Any member may resign at any time by giving written notice to the Chairman or the Secretary of the corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 VACANCIES

Unless otherwise required by these Bylaws, a vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5 CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall be an ex-officio Member of all committees which may be from time to time appointed. The Chairperson may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which have been authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation.

Section 6.6 FIRST VICE PRESIDENT

The First Vice President shall assist the Chairman of the Board in all activities relating to the organization. He/she shall preside over all meetings in the absence of the Chairman of the Board.

The First Vice President shall serve as the Chairperson of the Public Relations Committee.

Section 6.8 SECOND VICE PRESIDENT

The Second vice President shall assist the Chairman of the Board in all activities

relating to the organization. He/she shall preside over meeting in the absence of the Chairman and the First Vice President.

The Second Vice President shall serve as the Chairperson of the Program and Fund-Raising Committee

Section 6.7 TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

The Treasurer shall act as the Chairperson of the Budget and Finance Committee.

Section 6.8 ASSISTANT TREASURERS

There may be one or more Assistant Treasurers as the Board of Directors may from time to time determine. They shall, in order of their seniority, assist the Treasurer in carrying out the duties and functions incumbent upon that office; they shall perform other duties as may be assigned or delegated to them by the Board of Directors. They shall, in order of their seniority, replace the Treasurer in case of absence or disability.

Section 6.9 SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and the Executive Committee in one or more books provided for that purpose; assure that minutes of all meetings of other committees are prepared and filed with the records of the corporation; assure that all notices are given in accordance with the provisions of

these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; assure that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with provisions of these Bylaws; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

The Secretary shall serve as the Chairperson of the Nominating Committee.

Section 6.10 ASSISTANT SECRETARIES

There may be one or more Assistant Secretaries elected to the Board of Directors. They shall, in order of their seniority and in the absence of the Secretary, perform all the duties and exercise all the powers of the Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

Section 6.11 COMPENSATION

The Members of the Board of Directors shall not receive any fixed compensation for their services, but they shall be entitled to reimbursement for reasonable expenses expended on behalf of the corporation upon approval of the Board of Directors.

Section 6.12 BONDS

The Board of Directors may secure the fidelity of any or all of such officer by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board. The premium or premiums for such or bonds shall be paid out of the corporate funds of the corporation.

Section 6.13 DELEGATION

The Board of Directors may delegate temporarily the powers and duties of any officer, in case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of any of such officer's powers and duties to any agent or employee subject to the general supervision of such officer.

ARTICLE VII
COMMITTEES

Section 7.1 GENERALLY

Except as otherwise provided by these Bylaws, the Board of Directors may appoint Standing or Special Committees consisting of three (3) or more persons, for any purpose defined in these Bylaws or as determined by the Board; and when such committees are comprised solely of Directors, the Board may delegate to such committee any of the powers and authority of the Board, except such powers as may be prohibited by law or these Bylaws. Committees which are composed solely of directors and to which the powers of the Board are delegated shall have power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board. No act of a committee which is comprised solely of Directors and to which any powers of the Board have been delegated shall be valid unless approved by the vote or written consent of a majority of its members. Unless otherwise provided in these Bylaws, the committee(s), in the Board's absence, shall establish rules and regulations for their meetings, select their chairpersons, and shall meet at such times as is deemed necessary. Committees shall keep regular minutes of all meetings and report to the Board.

Section 7.2 STANDING COMMITTEES

Section 7.2.1 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer and the Assistant Treasurer of the Board of Directors and, when the Board of Directors is not in session, shall have and exercise all of the authority conferred upon it by these Bylaws unless limited by statute.

The Chairperson of the Board of Directors shall serve as the Chairperson of the Executive Committee.

Section 7.2.2 BUDGET AND FINANCE COMMITTEE

The Board of Directors may appoint a Budget and Finance Committee which shall advise the Chairperson and the Board of Directors concerning policies and procedures for the financial management of the assets of the corporation, including such matters as budget, investment and business opportunity. The Budget and Finance Committee shall take those step which are necessary or desirable to implement approved policies and procedures within the scope of authority delegated to it by the Board of Directors.

The Treasurer shall serve as the Chairperson of the Budget and Finance Committee.

Section 7.2.3 NOMINATING COMMITTEE

The Nominating Committee shall consist of at least three (3) members of the Board of Directors designated by the Chairperson. The Nominating Committee shall submit to the Board of Directors, in December of each year, a list of those persons whom it nominates for election as officers of the corporation.

The Secretary shall serve as the Chairperson of the Nominating Committee.

Section 7.2.4 PROGRAM AND FUND-RAISING COMMITTEE

The Program and Fund-Raising Committee shall consist of at least three (3) members

of the Board of Directors designated by the Chairperson of the Board of Directors. The Program and Fund-Raising Committee shall conduct fund-raising activities and established programs as approved by the Board of Directors.

The Vice President shall serve as the Chairperson of the Program and Fund-Raising Committee.

Section 7.2.5 PUBLIC RELATIONS COMMITTEE

The Public Relations Committee shall consist of at least three (3) members of the Board of Directors designated by the Assistant Secretary of the Board of Directors. The Public Relations Committee shall promote the goals and purposes of the corporation and shall continuously strive to enhance the image of the corporation. The Public Relations Committee shall publish a newsletter to inform the general public and the members of the activities of the corporation.

The Assistant Treasurer shall serve as the Chairperson of the Public Relations Committee.

Section 7.3 ADDITIONAL COMMITTEES

Additional committees may be created and disbanded by the Chairperson or by the Board of Directors. Such additional operating committees shall discharge such responsibilities as may be assigned to them. Each committee shall consist of no less than two (2) members of the Board of Directors.

Section 7.4 APPOINTMENT

The Chairperson of the Board of Directors shall appoint the members of the committees of the Board, except the Executive Committee, from among the Directors, Honorary Members, Active Members and employees of the corporation and shall designate a chairman for each committee, unless otherwise specified in these Bylaws.

ARTICLE VIII

MEMBERSHIP

Section 8.1 CATEGORIES

Section 8.1.1 HONORARY MEMBERS

Honorary Members are those members who have distinguished themselves in promoting the goals and purposes of the corporation and who have constantly contributed financially or otherwise to the success of the corporation.

Section 8.1.2 ACTIVE MEMBERS

Active members constitute the regular membership of the organization. They may serve, as non-voting members, on Standing or Ad Hoc Committees appointed by the Board of Directors.