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FLORIDA PROFIT/NON PROFIT CORPORATION
Catholic Charities of Central Florida Healthcare Ser

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T. SCOTT

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**Articles of Incorporation for
Catholic Charities of Central Florida Healthcare Services, Inc.
A Florida Not For Profit Corporation**

The undersigned, pursuant to the provisions of section 617.0202, Florida Statutes, for the purpose of forming a Florida not for profit corporation, hereby certifies and adopts the following Articles:

ARTICLE I – Name

The name of the Corporation is Catholic Charities of Central Florida Healthcare Services, Inc. ("Corporation").

ARTICLE II – Principal Office and Mailing Address

The physical address and the mailing address of the principal office of the Corporation is 1819 North Semoran Boulevard, Orlando, Florida, 32807.

ARTICLE III – Purpose

A. This Corporation is formed as part of the social and spiritual ministry of Catholic Charities of Central Florida, Inc. ("Catholic Charities"). It is organized and shall be operated exclusively for charitable, religious, and/or educational purposes, and shall be subject to and operated in conformance with the rules, regulations, and standards established and permitted under sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated for the purpose of:

- (1) carrying out the religious, charitable and educational work of Catholic Charities;
- (2) providing, managing and/or facilitating delivery of healthcare services and wellness support for disadvantaged persons, children and families throughout the jurisdiction of Catholic Charities;
- (3) furthering and supporting the work of Catholic Charities and its affiliated entities; and
- (4) conducting any and all legal business and purposes consistent with the laws of the State of Florida.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's member, directors, officers, or other private persons, except that 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 set forth in this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of

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the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof. Therefore, the Corporation shall not engage in or otherwise carry out any activity that would result in a loss of its status as a tax exempt entity under Section 501(c)(3) or any other applicable sections of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV – Directors

The board of directors ("Board") shall be appointed as provided in the Corporation's bylaws ("Bylaws").

ARTICLE V – Powers

The Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as may be hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as tax exempt organizations under Section 501(c)(3) of the Code are not permitted to engage, or any activity that is inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

ARTICLE VI – Registered Office and Agent

The street address of the registered office of the Corporation is 1819 North Semoran Boulevard, Orlando, Florida, 32807 and the name of the registered agent of the Corporation at that address is Joseph Ramirez.

ARTICLE VII – Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

Name: Alberto S. Bustamante, III, Esq.

Address: Baker & Hostetler LLP, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

ARTICLE VIII – Term of Existence

The Corporation shall exist perpetually, unless the Corporation is dissolved, merged or consolidated pursuant to the terms of the Bylaws and the laws of the State of Florida.

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ARTICLE IX- Amendment to Articles

These Articles may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE X - Bylaws

The Corporation may adopt Bylaws for conducting the Corporation's business and carrying out its purposes, provided the same shall not be inconsistent with these Articles, contrary to the laws of the State of Florida or the United States, or inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 26th day of September, 2019, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.



Alberto S. Busamante, III, Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for Catholic Charities of Central Florida Healthcare Services, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent, Joseph Ramirez

DATED: Sept 25, 2019

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