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Derrick Thompson



ROBERT). DE ATTORNEY-AT-LAW, PRIN-ROBERT@STRANGERCREEK PHONE 816.813

Via Priority Mail

July 7, 2020

Corporations Division Florida Secretary of State 2415 N. Monroe Street, Suite 810 Tallahassee, FL 32303

Re: Formation of Oblates of Saint Augustine, Inc.

Ladies and Gentlemen:

Please find enclosed with the letter the following materials for the formation of Oblates of Sai Augustine, Inc., a Florida non-profit corporation.

- 1. Articles of Organization. Note that the required information under Florida Statute 617.0202 is set forth as follows:
 - a. Name: Article I, page 1.
 - b. Street Address: Article VI, page 2
 - c. Purpose: Article IV, page 1
 - d. Manner of electing directors: Article VIII
 - e. Limitations: Article IV, page 2
 - f. Registered Office and Agent: Article V, page 2
 - g. Incorporator: Signature, page 4
- 2. Consent of registered Agent (separately provided)
- 3. Check No. 2018 in the amount of \$87.50

We request that a certified copy and certificate be provided to us. Please do not hesitate to contact us with any questions regarding this matter.

Yours very truly.

Stranger Creek Advisors, LLC

Robert J. Drumm

ARTICLES OF INCORPORATION OF OBLATES OF SAINT AUGUSTINE, INC.

(the "Corporation")

ARTICLE I

The name of the Corporation is Oblates of Saint Augustine. Inc.

ARTICLE II

The Corporation is a nonprofit religious Corporation as defined in the Florida Not for Profit Corporations Act, Chapter 617. Florida Statutes. It is not organized for the private gain of any person, but is organized exclusively for religious purposes.

ARTICLE III

The duration of the Corporation will be perpetual.

ARTICLE IV

Section 1. Purposes. The specific purposes for which this Corporation is formed are to presery and promote the doctrines, traditions, and liturgy of the Roman Catholic Faith as expressed prior to the Second Vatican Council, operating under traditional Augustinian rules, practices, and spirituality, including the formation of a monastic community, the establishment and main tenance of a place or places of worship and facilities for ministering to the spiritual needs of the members of the Roman Catholic Faith who are attached to Augustinian rules, practices and spirituality, and in pursuit of these purposes to benefit and assist the Oblates of Saint Augustin

<u>Section 2. Limitations.</u> The purpose for which the Corporation is organized will be subject to the following limitations:

- (a) Notwithstanding any other provision of these Articles, the Corporation will not car on any activity not permitted to be conducted or carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code; and it will not transact any business for profit or any business expressly prohibited by any law of the State of Florida.
- (b) No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its directors, officers, or any other private persons (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article). 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) or behalf of any candidate for public office.

- (c) The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (d) The Corporation will not engage in any act of self-dealing as defined in Section 49 of the Code.
- (e) The Corporation will not retain any excess business holdings as defined in Section 4943 of the Code.
- (f) The Corporation will not make any investments in such manner as to subject it to taunder Section 4944 of the Code.
- (g) The Corporation will not make any taxable expenditures as defined in Section 494; of the Code.
 - (h) The corporation does not contemplate pecuniary gain or profit, incidental or othery

ARTICLE V

The street address and county of the initial registered office of the corporation is:

1051 72nd Street North St. Petersburg, Florida 33710

The name of the initial registered agent is:

Br. Martin Navarro

ARTICLE VI

The street address and county of the principal office of the corporation is:

1051 72nd Street North St. Petersburg, Florida 33710

ARTICLE VII

The corporation will not have members.

ARTICLE VIII

<u>Section 1</u>. The manner of electing or appointing directors shall be provided for in the By-laws except as otherwise stated in these Articles of Incorporation.

Section 2. The board of directors shall consist of no fewer than three (3) nor more than seven (persons, and at least one of whom will be a resident of the State of Florida and a citizen of the United States. The initial directors are Fr. John Melnick (ex officio). Br. Martin Nararro, and Joseph Multhauf.

Section 3. The number of directors may be increased or decreased from time to time by amend ment to the By-laws. No decrease may have the effect of shortening the term of any incumbe director, and the number of directors may not be decreased to less than three (3) directors; provided, however, that in the event that there are less than three (3) directors, the remaining director or directors shall have the authority to act for the corporation in appointing additional directors and/or in winding down the affairs of the Corporation.

<u>Section 4</u>. The Superior of the Oblates of Saint Augustine community shall be an *ex officio* Director and President of the Corporation.

In addition, in accordance with the By-laws, other Directors can be elected or appointed for such term as therein provided.

ARTICLE IX

The full name and post office address of the Incorporator is:

Br. Martin Navarro 1051 72nd Street North St. Petersburg, Florida 33710

ARTICLE X

DISCRIMINATION: The corporation will not practice or permit discrimination on the basis sex, age, race, national origin, or physical handicap or disability.

ARTICLE XI

Upon the dissolution and winding up of the Corporation, after paying or adequately providing for its debts and obligations, the Board of Directors shall distribute its remaining assets to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for religious purposes and which has established its tax exempt status under section 501(c)(3) of Code. Such nonprofit fund, foundation or corporation shall have as its purpose the promotior of traditional Catholicism as expressed prior to the Second Vatican Council that may be

Articles of Incorporation of Oblates of Saint Augustine, Inc.

designated by the Board of Directors, and any blessed or sacred objects owned by the Corporation shall be distributed only into the hands of an ordained Catholic priest.

ARTICLE XII

All reference to sections of the Code are to the Internal Revenue Code of 1986, and all references to specific sections of the Code include corresponding provisions of any subsequent Federal tax laws. Provisions of the Code will be interpreted in accordance with the Treasury Regulations issued in connection therewith from time to time.

ARTICLE XIII

These Articles may be amended or repealed by a majority vote of the Board of Directors at an regular or special meeting thereof. Notice of any amendment of the Articles by the Board of Directors shall be given to each director.

Acknowledgment

IN WITNESS WHEREOF, I declare under penalty of perjury, that I have executed these Articles of Incorporation as of this 8th day of June, 2020, and that this instrument is my own a and deed.

Br. Martin Navarro, Incorporator

Please return the filed Articles of Incorporation to:

Robert J. Drumm, Esq. Stranger Creek Advisors, LLC 8101 College Blvd, Suite 100 Kansas City, Missouri 66210

CONSENT OF REGISTERED AGENT OF OBLATES OF SAINT AUGUSTINE, INC.

The undersigned does hereby consent to serve as the initial registered agent of the Oblates of Saint Augustine, Inc., a to-be-formed Florida nonprofit corporation, and do authorithe Incorporator, Robert J. Drumm, to designate me as such and communicate this consent to Florida Secretary of State. Division of Corporations.

Registered Agent:

Martin Navarro

Registered Address:

1051 72nd Street North

St. Petersburg, Florida 33710

Dated as of this 9th day of June 2020.

Martin Navarro