

N2200007437

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000224961 3)))



H220002249613ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : TRENAM KEMKER ST. PETE
Account Number : I20060000029
Phone : (727)896-7171
Fax Number : (727)820-8835

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2022 JUN 30 AM 9:45

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Smenk@dioceseofvenice.org

FLORIDA PROFIT/NON PROFIT CORPORATION

St. Sophia Villas, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
2022 JUN 30 AM 11:05
CORPORATION
COMMERCIAL
SERVICES

((H22000224961 3)))

FILED
2022 JUN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ST. SOPHIA VILLAS, INC.**

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida, and further certify that:

**ARTICLE I
NAME**

That the name of the Corporation is **ST. SOPHIA VILLAS, INC.** (hereinafter referred to as "the Corporation").

**ARTICLE II
DURATION**

The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

- (a) The principal office of the Corporation and mailing address is 1000 Pinebrook Road, Venice, FL 34285.
- (b) The initial resident agent of the Corporation is Diocese of Venice in Florida, Inc., whose post office address is 1000 Pinebrook Road, Venice, FL 34285.

**ARTICLE IV
PURPOSE**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue

((H22000224961 3)))

((H22000224961 3))

law. In pursuance of the foregoing, the Corporation shall have the purpose to provide affordable housing and services to promote their health, security, happiness, and usefulness in longer provident living, and with the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

- (b) In furtherance of this single purpose, the Corporation is formed:
- (i) To create, develop, acquire, or construct an affordable housing project or projects, and to operate the same;
 - (ii) To enable the financing of the development, acquisition or construction of such rental housing, including the use of tax credits;
 - (iii) To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation;
 - (iv) To acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the development, acquisition or construction and operation of such project; and
 - v) To borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

ARTICLE V POWERS

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (a) The Corporation shall have the power to do and perform all things whatsoever set out in Section (b)-(i) through (v) of ARTICLE IV. "PURPOSES" above, and necessary or incidental to the accomplishment of said purposes.
- (b) The Corporation, specifically and particularly, shall have the power and authority to enter into all agreements to meet funding requirements for development;
- (c) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning on Article IV(a) hereof, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of by a court of competent jurisdiction of the county in

((H22000224961 3))

((H22000224961 3)))

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.”

- (e) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
INCORPORATOR AND SOLE MEMBER

The incorporator and sole member of the corporation is Diocese of Venice in Florida, Inc., located at: 1000 Pinebrook Road, Venice Florida.

ARTICLE VII
DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) in number, but no more than fifteen (15) directors, who shall be elected by the members of the Corporation at the Annual Meeting. The original directors shall serve until their successor(s) is/are elected:

Most Rev. Frank J. Dewane
 Rev. Msgr. Stephen E. McNamara
 Dr. Volodymyr Smeryk

The directors shall serve without compensation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	Most Rev. Frank J. Dewane
Vice President	Rev. Msgr. Stephen E. McNamara
Secretary/Treasurer	Dr. Volodymyr Smeryk

((H22000224961 3)))

((H22000224961 3))

ARTICLE VIII
BY-LAWS

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles

ARTICLE IX
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present and shall require the approval of the Bishop of the Diocese of Venice in Florida. Upon such approval, such an Amendment must also be forwarded to the Secretary of State, State of Florida, and filed and approved by him before the same shall become effective.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 27 day of June, 2022.

Diocese of Venice in Florida, Inc,

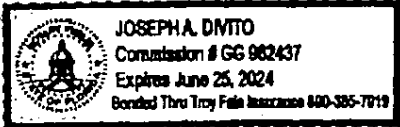
By: Frank J. Dewane
Most Rev. Frank J. Dewane, President

FILED
22 JUN 30 AM 9:45
CLERK PART OF
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day personally appeared before me and physically present, an officer duly authorized to administer oaths and take acknowledgments, **Most Rev. Frank J. Dewane** as president of **Diocese of Venice in Florida, Inc.** He is personally known to me, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at in said County and State, this 27 day of June, 2022



(SEAL)

Joseph A. Dvito
NOTARY PUBLIC
My Commission Expires: 6/25/2024

((H22000224961 3))

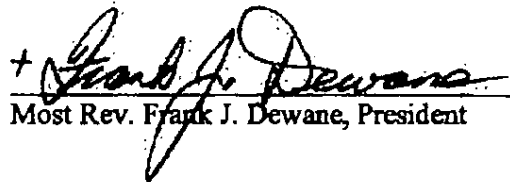
(((H22000224961 3)))

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ST. SOPHIA VILLAS, INC., having designated **DIOCESE OF VENICE IN FLORIDA, INC.** as its Registered Agent at the address located at 1000 Pinebrook Road, Venice, FL 34285 as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 27 day of June, 2022

**REGISTERED AGENT
DIOCESE OF VENICE IN FLORIDA, INC.**

+ 

Most Rev. Frank J. Dewane, President

FILED
2022 JUN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H22000224961 3)))