

N 22000014034

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

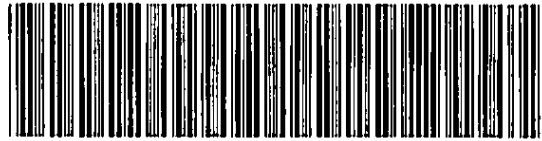
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000398939040

12/14/22--01014--002 **78.75

RECEIVED PM 3:57

LD

Curtis B. Hunter, Esq.
Shareholder
Phone: (305) 260-1043 Fax: (305) 260-1042
CHunter@bplegal.com

Becker

Becker & Poliakoff
121 Alhambra Plaza
10th Floor
Coral Gables, Florida 33134

December 13, 2022

Via Overnight Mail

Department of State
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: The Pontifical Mission Societies, Inc.

Dear Representative:

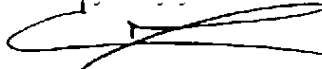
Enclosed for filing are the following documents for filing:

1. Articles of Incorporation of The Pontifical Mission Societies, Inc.
2. Check number 33860 in the amount of \$78.75 for the filing fee and certified copy.

Please expedite the filing of the enclosed Articles, with an effective incorporation date of December 13, 2022. Also enclosed is a self-addressed stamped envelope to mail the certified copy back to me.

Thank you for your assistance. If you have any questions or need any additional information please contact me.

Very truly yours,



Curtis B. Hunter

CBH1/as

Enclosures

**ARTICLES OF INCORPORATION
OF
THE PONTIFICAL MISSION SOCIETIES, INC.**

The undersigned, as incorporator (the "Incorporator") for purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act (the "FNFPCA"), hereby adopts the following articles of incorporation (the "Articles of Incorporation"):

**ARTICLE I
NAME**

The name of the corporation is The Pontifical Mission Societies, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation with the Department of State of the State of Florida, and the duration of the Corporation shall be perpetual thereafter.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The initial street address and mailing address of the principal office of the Corporation is:

200 Central Ave., Ste. 520
St. Petersburg, FL 33701

**ARTICLE IV
REGISTERED AGENT**

The initial registered agent of the Corporation and street address of the initial registered office of the Corporation is:

Curtis B. Hunter
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

**ARTICLE V
PURPOSE AND POWERS**

The Corporation is organized and shall be operated for religious, charitable, educational and other nonprofitable purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as now in effect or as may be hereinafter amended (the "Code"). The Corporation is the principal agency of the Roman Catholic Church (the "Church") that fosters awareness and interest in all aspects of the missionary activity of the Church, and gathers financial support for the most basic needs of the worldwide missionary Apostolate of the Church. Specifically, the Corporation is formed to propagate the faith, doctrines, and principles of the Church in the United States and throughout the world, by fostering through the Catholic Clergy and Laity of the United States an interest in the development of native priests in mission lands, particularly in foreign countries, but also in the

2022 DEC 14 PM 3:00

United States; to erect, support and maintain native seminaries and to encourage and support native vocations; to secure the means of support and pay all expenses and charges incurred incident to the operation, management and conduct of the affairs of the Corporation, and for the support, maintenance and payment of the expenses of seminaries, seminarians, missions and missionaries of the Church in the United States and throughout the world, particularly in foreign countries, but also in the Continent of North America; issue and publish pamphlets, magazines, and other miscellaneous written articles and literature in any form of media relative thereto; to solicit, obtain, collect and receive monies, donations, and contributions in the form of money or other property; to receive by devise, bequest or gift, funds and real and/or personal property incident to the purposes of the Corporation; to receive, acquire, hold, possess, and enjoy, donations, gifts, grants, devises and bequests and upon such terms as the donor of any such fund or property may prescribe; to receive Mass stipends for transmission to Clergymen competent to discharge the obligation involved; and to promote the spiritual, religious, educational and other interests of the Church in the United States and throughout the world, subject nevertheless to the limitations and provisions of the law relating thereto; to invest and keep invested the monies and other personal property of the Corporation and to collect and receive the income therefrom, and generally, to expend and disburse all such monies and use all such property of the Corporation for the furtherance of its particular objects and purposes.

In furtherance of the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred on a not for profit corporation under the NFPPCA which are not in conflict with these Articles of Incorporation.

ARTICLE VI NO CAPITAL STOCK

The Corporation is a non-stock not for profit corporation and shall have no authority to issue any capital stock.

ARTICLE VII CONSTRUCTION AND RESTRICTIONS

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under section 501(c)(3) of the Code; as such these Articles of Incorporation shall be construed and interpreted accordingly.

Without limiting the generality of the foregoing, the assets of the Corporation are irrevocably dedicated to the purposes described above in ARTICLE V and no part of the net earnings of the Corporation, if any, shall inure to the benefit of or be distributed to its directors, officers, members, 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 ARTICLE V. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Section 501(c)(3) of the Code.

Notwithstanding anything in these Articles of Incorporation to the contrary, in the event that the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period: (i) the Corporation shall 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, (ii) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (iii) the Corporation shall not retain any holdings in a business enterprise for a period of time or in such a manner as to subject it to tax under Section 4943(c) of the Code, (iv) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII DIRECTORS

The business and affairs of the Corporation shall be managed and regulated by its board of directors (the "Board of Directors"). The initial directors of the Corporation (each a "Director") shall be appointed by the Incorporator, and thereafter, the number, terms, and manner of appointment and removal of all Directors shall be as provided in the bylaws of the Corporation; provided, however, in no event, shall the number of Directors be fewer than three (3).

ARTICLE IX OFFICERS

The officers of the Corporation (each an "Officer") shall occupy those positions designated in the bylaws of the Corporation and such Officers shall be appointed and/or removed and shall govern in accordance with the terms and provisions of the bylaws of the Corporation.

ARTICLE X BYLAWS

The initial bylaws of the Corporation (the "Bylaws") shall be adopted by the initial Board of Directors.

ARTICLE XI MEMBERS

The Corporation shall not have members.

ARTICLE XII DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, the Directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation to one or more tax-exempt organization or organizations described in Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE XIII INDEMNIFICATION

The Corporation shall have power, to the fullest extent permitted under and in accordance with the laws of the State of Florida, to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent (including, but not limited to volunteers) of the Corporation or is or was serving

2022 DEC 14 PM 3:53

LD

at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Code or for liability for mismanagement of assets.

Furthermore, no Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duties as a Director, except for any matter in which such Director (a) shall be liable under Section 617.0831 of the Florida Statutes or any successor provision thereto or (b) shall be liable by reason that, in addition to any and all other requirements for liability, the Director:

- (i) shall be breached his/her duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law, or in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall be derived improper personal benefit.

ARTICLE XIV AMENDMENTS

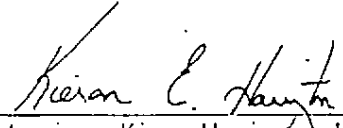
The Board of Directors may amend these Articles of Incorporation, by the affirmative vote of a simple majority of the Directors constituting the Board of Directors, at any meeting of the Board of Directors; provided, however, the meeting notice shall state that a purpose of the meeting is to consider an amendment to these Articles of Incorporation and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

ARTICLE XV INCORPORATOR

The name and address of the incorporator of the Corporation (the "Incorporator") is:

Monsignor Kieran Harrington
200 Central Ave., Ste. 520
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Organization on the 7th day of December, 2022.

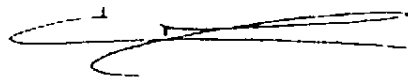

Monsignor Kieran Harrington, Incorporator

2022 DEC 11 PM 3:58

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of The Pontifical Mission Societies, Inc. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations imposed upon registered agents pursuant to the Florida Not For Profit Corporation Act.

Date: December 13, 2022

By: 
Curtis B. Hunter

2022 DEC 14 PM 3:53

10/10/10

10