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**FLORIDA PROFIT/NON PROFIT CORPORATION
ST. JOSEPH NEIGHBORHOOD CENTER, INC.**

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ARTICLES OF INCORPORATION
OF
ST. JOSEPH NEIGHBORHOOD CENTER, INC.,
a Florida not for profit corporation

WE, the undersigned, with other persons being desirous of forming a corporation for religious and charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

ARTICLE I
NAME

The name of the corporation shall be: St. Joseph Neighborhood Center, Inc., a Florida not for profit corporation (hereinafter referred to as "Corporation"). The principal office address is 241 St. George, Street, St. Augustine, Florida, 32084.

ARTICLE II
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IV
PURPOSES

The Corporation is organized as a not for profit organization of the Roman Catholic Church. The specific purposes of the Corporation are:

A. To establish, receive and maintain a fund or funds for the support, management and operation of St. Joseph Neighborhood Center and its programs, a ministry sponsored by the Sisters of St. Joseph (St. Augustine, FL); to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the support St. Joseph Neighborhood Center and its programs;

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B. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

C. To promote the acquisition, preservation, study, and exhibition of works of artistic, historical, or scientific value;

D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V QUALIFICATION OF MEMBERS

The Membership of the Corporation shall be the General Superior of the Sisters of St. Joseph and the Sisters elected as Councilors, as duly elected according to the *Constitutions* of the Sisters of St. Joseph, and their successors in office

ARTICLE VI SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is:

Sister Kathleen Carr, SSJ
General Superior, Sisters of St. Joseph
241 St. George Street
St. Augustine, FL 32084

ARTICLE VII RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members and any provision in these Articles of Incorporation or the Bylaws that are in conflict shall be superseded:

(a) The Members shall approve the Mission and operating philosophy of the corporation.

(b) The Members shall approve any long-range strategic plan of the Corporation upon the recommendation of the Board of Directors.

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(c) The Members shall approve the capital and operating budgets and any assumption of debt, all upon the recommendation of the Board of Directors.

(d) The Members shall select the external auditor and legal counsel.

(e) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

(f) The Bylaws shall not be altered, revised, or amended without the express written approval of the Members.

(g) The Member shall approve in advance the appointment of all Directors, and the Board's selection of its Chair, as proposed by the Board of Directors to the Member and shall only withhold such approval for grave reason, in accordance with the procedure determined by Canon Law.

(h) The Member may remove any Director at any time for a grave reason, in accordance with the procedures determined by Canon Law.

ARTICLE VIII OFFICERS

Section 1. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors or until their successors are appointed are:

NAME	OFFICE
Sister Kathleen Carr, SSJ	President
Sister Ann Kuhn, SSJ	Vice President
Frank Castillo	Treasurer/Secretary

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE IX BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have three Directors initially. The number of

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Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than nine.

The names and addresses of the persons who are to serve as Directors for the ensuing years, or until the first annual meeting of the Corporation are:

Sister Kathleen Carr, SSJ
Sisters of St. Joseph
241 St. George Street
St. Augustine, FL 32084

Sister Ann Kuhn, SSJ
Sisters of St. Joseph
24 St. George Street
St. Augustine, FL 32084

Frank Castillo
7524 Southside Blvd
Unit 401
Jacksonville, FL 32256

ARTICLE X BYLAWS

The Member of the Corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes.

The Bylaws may be amended, altered or rescinded by the Member of the Corporation at any regular meeting or special meeting called for that purpose.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended by the Member of the Corporation at any regular or special meeting called by the Member for that purpose.

ARTICLE XII CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner that does not contravene the Code of Canon Law, the *Constitutions* of the

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Augustine, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XIII LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 of the Corporation. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue code and none of the assets will be distributed to any member, officer or director of the Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

ARTICLE XV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at the address is J. Patrick Fitzgerald, Esquire.

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IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 26th day of April, 2023, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Sister Kathleen Carr, SSJ
Sister Kathleen Carr, SSJ
General Superior, Sisters of St. Joseph

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26 day of April, 2023, by Sister Kathleen Carr, as General Superior of the Sisters of St. Joseph as subscribing incorporator of St. Joseph Neighborhood Center, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check one) ☒ Each is personally known to me or ☐ He has provided _____ as identification.

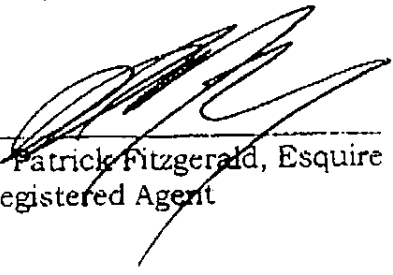
Lydia D Boschert
NOTARY PUBLIC-STATE OF FLORIDA
At Large
Print, type or stamp Commissioned Name
of Notary Public:



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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for St. Joseph Neighborhood Center, Inc., a Florida not for profit corporation (the "Corporation"), at the principal office stated above, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.



J. Patrick Fitzgerald, Esquire
Registered Agent