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FLORIDA PROFIT/NON PROFIT CORPORATION ST. JUSTIN MARTYR CATHOLIC PARISH IN KEY LARGO, INC.

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**ARTICLES OF INCORPORATION
OF
ST. JUSTIN MARTYR CATHOLIC PARISH IN KEY LARGO, INC.,
a Florida not for profit corporation**

I, the undersigned, with other persons being desirous of forming a corporation for religious 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. Justin Martyr Catholic Parish in Key Largo, Inc. (hereinafter referred to as the "Corporation"), and its address is 105500 Overseas Hwy, Key Largo, FL, 33037.

**ARTICLE II
PREAMBLE**

Through the grace of God the Father, Son and Holy Spirit, St. Justin Martyr Catholic Parish in Key Largo, Inc., is a definite community of the Christian Faithful established on a stable basis within the Archdiocese of Miami in union with the Latin rite of the Holy Roman Catholic Church. In accord with the doctrine and laws of the Roman Catholic Church, St. Justin Martyr Catholic Parish in Key Largo, Inc., is a portion of the People of God entrusted to the pastoral care of the pastor within the Archdiocese of Miami in Florida. The parish strives to assist the faithful in their journey of faith in accord with the Canonical Statutes of the Parish, incorporated herein.

**ARTICLE III
TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE IV
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date these Articles of Incorporation were filed with the Secretary of State.

**ARTICLE V
RESERVATION OF POWERS TO MEMBER**

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

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A. The operating philosophy of the Corporation and the Canonical Statutes of the Parish shall be approved by the Member.

B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member.

C. The Corporation may not be merged or dissolved without the express written approval of the Member.

D. Any additional rights as provided for in the Bylaws.

ARTICLE VI PURPOSES

The general purposes for which the Corporation is formed are to operate exclusively for such religious purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code. The specific purposes of the Corporation are:

A. To carry on the general religious ministry of the Roman Catholic Church in the Archdiocese of Miami in Florida, United States of America, and to engage in all aspects of establishing, conducting and maintaining a Roman Catholic parish. In particular, the Corporation shall minister to the spiritual and temporal needs of people in strict accordance with the teachings, tenets, and policy of the Roman Catholic Church.

B. To manage the temporal affairs of the Corporation in such a manner that does not cause undue prejudice to the laws and disciplines of the Roman Catholic Church. To that end the Corporation may establish, receive, maintain a fund or funds for the operational support of a Catholic parish and may take and receive by gift, grant, bequest, devise, or otherwise any and all property of any 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 other funds and property of the Corporation, as well as income thereof, for the support of the parish.

C. To establish, receive and maintain a fund or funds for the operational support of St. Justin Martyr Catholic Parish in Key Largo, Inc.; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any 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 exclusive support of St. Justin Martyr Catholic Parish in Key Largo, Inc.

D. 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

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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.

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

ARTICLE VII QUALIFICATION OF MEMBER

The Member of the Corporation shall be The Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, and his successors in office.

ARTICLE VIII INCORPORATOR

The name of the Incorporator is The Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, his successors in office, and the address of the Incorporator is 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

ARTICLE IX OFFICERS

Section 1. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and such other officers as may be provided in the Bylaws. 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 are:

<u>Name</u>	<u>Office</u>
Rev. Stephen Hilley Pastor of St. Justin Martyr Catholic Parish in Key Largo, Inc.	President
Most Rev. Enrique Delgado, Vicar General	Vice President
Rev. Msgr. Dariusz J. Zielonka, J.C.D. Chancellor for Canonical Affairs	Secretary

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

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BOARD OF DIRECTORS**

The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three (3) or more than five (5). The Member of the Corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

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:

The Most Reverend Thomas G. Wenski
Archbishop of the Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Rev. Stephen Hilley
Pastor of St. Justin Martyr Catholic Parish in Key Largo, Inc.
105500 Overseas Hwy
Key Largo, FL, 33037

Most Rev. Enrique Delgado, Vicar General
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Rev. Msgr. Dariusz J. Zielonka, J.C.D.
Chancellor for Canonical Affairs
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Sister Elizabeth Worley, SSI
Chancellor for Administration/COO
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

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H23000392258 3**ARTICLE XI
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 as he may deem necessary.

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 XII
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 XIII
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with Canon Law of The Roman Catholic Church, the particular law and policies of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

**ARTICLE XIV
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 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 by 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 Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XV
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

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Revenue code and none of 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 XVI 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 initial Registered Agent of the Corporation is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 1st day of November, 2023, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

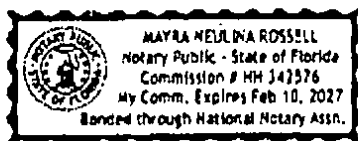
Incorporator

Thomas G. Wenski

The Most Reverend Thomas G. Wenski, as
Archbishop of the Archdiocese of Miami, his
successors in office

STATE OF FLORIDA
COUNTY MIAMI-DADE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 1 day of November 2023, by The Most Reverend Thomas G. Wenski, as Archbishop of the Archdiocese of Miami, as Incorporator of St. Justin Martyr Catholic Parish in Key Largo, Inc., a Florida not for profit corporation, on behalf of the Corporation. ☒ He is personally known to me or ☐ He has produced _____, as identification.



Mayra Neulina Rossell
NOTARY PUBLIC - STATE OF FLORIDA

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. Justin Martyr Catholic Parish in Key Largo, Inc., a Florida not for profit corporation (the "Corporation"), at 105500 Overseas Hwy, Key Largo, FL. 33037, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.05054 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
Registered Agent

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