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COR AMND/RESTATE/CORRECT OR O/D RESIGN
OCEAN REEF CATHOLIC COMMUNITY, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN REEF CATHOLIC COMMUNITY, INC.,
A Florida Not for Profit Corporation**

I, the undersigned, being desirous of forming a corporation for 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 Ocean Reef Catholic Community, Inc., a Florida not for profit corporation (the "Corporation"), and its address is 32 Ocean Reef Drive, Key Largo, Florida 33037.

**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 May 15, 2024, the date of filing the Articles of Incorporation with the Secretary of the State.

**ARTICLE IV
PURPOSES**

The Corporation is organized as a not for profit organization in the Archdiocese of Miami. The specific purposes of the Corporation are:

(a) To support the charitable, religious, and educational missions of the Catholic community located at Ocean Reef in Key Largo, Florida, including supporting the Ocean Reef Chapel as a place of public worship for persons of the Roman Catholic faith.

(b) To support the charitable, religious, and educational missions of the Archdiocese of Miami and St. Justin Martyr Catholic Church in Key Largo, Florida.

(c) The general purposes for which the Corporation is formed are to operate exclusively for such charitable 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.

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**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:

- (a) The operating philosophy of the Corporation 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
QUALIFICATION OF MEMBER**

The Sole 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 VII
INCORPORATOR**

The name of the Incorporator is Daniel F. Attridge, and the address of the Incorporator is 43 Cinnamon Bark Lane, Key Largo, Florida 33037.

**ARTICLE VIII
OFFICERS**

Section 1. The Officers of the Corporation shall be a Chair/President, a Vice Chair, a Secretary, and a Treasurer, and any such Officer as may be provided in the Bylaws. Any two offices may be held by the same person except for Chair/President or Vice Chair.

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>
Karin Teglia	Chair/President
Daniel F. Attridge	Vice Chair
Margaret Sellig	Secretary
Marilyn Clark Karlovac	Treasurer

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Section 3. The Officers shall be elected 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 manner in which Directors are elected or appointed shall be as set forth in the Bylaws of the Corporation. The names and addresses of the initial Directors are:

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

Karin Teglia
121 Beach Road, Unit 106
Key Largo, FL 33037

Daniel F. Attridge
43 Cinnamon Bark Lane
Key Largo, FL 33037

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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 as the Member 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 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 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.

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**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 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 Revenue Code), or by an organization the 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 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 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 43 Cinnamon Bark Lane, Key Largo, Florida 33037, and the initial Registered Agent of the Corporation is Daniel F. Attridge.

IN WITNESS WHEREOF, I, the undersigned President, have hereunto set my hand and seal this 10th day of August, 2024, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Ocean Reef Catholic Community, Inc.

Karin Teglia
Karin Teglia, President

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STATE OF MICHIGAN
COUNTY OF EMMET

The foregoing instrument was acknowledged before me by means of ☒ physical presence
or ☐ online notarization, this 10 day of August, 2024, by Karin Teglia, as
President of Ocean Reef Catholic Community, Inc., a Florida not for profit corporation, on behalf
of the Corporation. ☐ She is personally known to me or ☒ She has produced
Drivers License, as identification.


NOTARY PUBLIC - STATE OF FLORIDA MICHIGAN
Alexandria M Foster
Print, type or stamp Commissioned Name of Notary Public:

ALEXANDRIA M. FOSTER
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF EMMET
My Commission Expires FEBRUARY 20, 2030
Acting in the County of Emmet

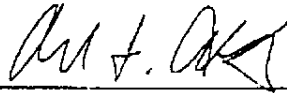
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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Ocean Reef Catholic Community, Inc., a Florida not for profit corporation (the "Corporation"), at 32 Ocean Reef Drive, Key Largo, Florida 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.



Daniel F. Attridge
Registered Agent

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CERTIFICATION

The date of each amendment(s) adoption: _____

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 10, 2024

Signature Karin Teglia
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Karin Teglia
(Typed or printed name of person signing)

President
(Title of person signing)

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