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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 914280 4331939

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 43.75

ORDER DATE : November 30, 2000

ORDER TIME : 11:38 AM

ORDER NO. : 914280-005

CUSTOMER NO: 4331939

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CUSTOMER: Ms. Mikie Schmidt  
Greenberg Traurig, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: KELCO FOUNDATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

RECEIVED  
00 NOV 30 PM 1:07  
DIVISION OF CORPORATION

COULLETTE NOV 30 2000

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: \_\_\_\_\_

RESTATED  
ARTICLES OF INCORPORATION  
OF  
KELCO FOUNDATION, INC.  
*(a Florida Not for Profit Corporation)*

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1. The name of the Corporation is the **KELCO FOUNDATION, INC.** (the "**Corporation**").

2. These Restated Articles of Incorporation are a complete restatement of the Articles of Incorporation of the Corporation. There are no members of the Corporation, and, as such, member approval is not required. These Restated Articles of Incorporation have been duly adopted by unanimous written consent by all of the members of the Board of Directors of the Corporation which is effective as of October 27, 2000, and these Restated Articles of Incorporation shall be effective as of such date.

3. Pursuant to the provisions of Florida Statutes §617.1007, the Corporation hereby restates its Articles of Incorporation (these "**Articles**") in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the corporation shall be "KELCO FOUNDATION, INC." (hereinafter called the "**Corporation**").

**ARTICLE II - CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation is 4595 Bayview Drive, Fort Lauderdale, Florida 33308.

**ARTICLE IV - PURPOSES**

A. The purpose of the Corporation is to promote Catholic education and the evangelization mission of the Roman Catholic Church.

B. Permitted activities of the Corporation which are in furtherance of the purposes set forth in Paragraph A of this Article shall include, but shall not be limited to, the following:

1. Expenditures for building construction, classroom improvement, supplies and personal property for schools which are affiliated with the Roman Catholic Church.

In making such expenditures, preference shall be given to schools located in Broward County or Miami-Dade County, Florida.

2. Providing scholarships for students who would otherwise be unable to attend a school which is affiliated with the Roman Catholic Church. In providing such scholarships, preference shall be given to students attending schools affiliated with the Roman Catholic Church which are located in Broward County or Miami-Dade County, Florida.

3. The making of distributions to organizations that are described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any other corresponding provision of any future United States internal revenue law, which are in furtherance of the Corporation's purposes as set forth in Paragraph A of this Article. In this regard, distributions may be made to organizations located outside of the United States which are in furtherance of the Corporation's purposes, provided that such organizations are organizations described under Section 501(c)(3) of the Code. Subject to the limitations set forth in the preceding sentence, the Board of Directors shall be specifically authorized to make distributions to the following organizations: (i) ROMAN CATHOLIC DIOCESE OF KILLALOE, County Clare, Ireland; and its constituent agencies and churches (ii) ST. PATRICK'S COLLEGE SEMINARY, Thurles, County Tipperary, Ireland, and (iii) St. Senan Church, Kilrush, County Claire, Ireland.

C. Notwithstanding any other provision of these Articles to the contrary, the Corporation is organized and shall operate exclusively for the purposes set forth in Paragraph A of this Article.

D. The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code.

#### **ARTICLE V - MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of persons constituting the Board of Directors shall be three (3) or more. The number and method of election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

## **ARTICLE VI – CURRENT BOARD OF DIRECTORS**

The names and addresses of the current Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Monsignor Vincent T. Kelly	4595 Bayview Drive Fort Lauderdale, Florida 33308
Susan Shaheen	2541 N.W. 107 <sup>th</sup> Avenue Coral Springs, Florida 33065
Janet E. Molchan	5100 N. Atlantic Blvd. Lauderdale-By-The-Sea, Florida 33308

## **ARTICLE VII - POWERS**

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have any additional powers specified in its Bylaws.

## **ARTICLE VIII - LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, or to any 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 IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code.

D. The Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);
2. Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a); or
4. Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### **ARTICLE IX - INITIAL REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 4595 Bayview Drive, Fort Lauderdale, Florida 33308, and the name of its registered agent at such office is SUSAN SHAHEEN.

#### **ARTICLE X - INCORPORATORS**

The name and address of the incorporators of the Corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Monsignor Vincent T. Kelly	4595 Bayview Drive Fort Lauderdale, Florida 33308
Susan Shaheen	2541 N.W. 107 <sup>th</sup> Avenue Coral Springs, Florida 33065
Janet E. Molchan	5100 N. Atlantic Blvd. Lauderdale-By-The-Sea, Florida 33308

#### **ARTICLE XI- CONTRIBUTIONS**

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

#### **ARTICLE XII - DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to such one or more Roman Catholic organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify under Section 501(c)(3) of the Code and which have purposes substantially similar to the Corporation as set forth in Article IV of these Articles. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be distributed by the Circuit Court of the County in which the principal office of the Corporation is then located, as said Court shall determine, to such one or more Roman Catholic organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify under Section 501(c)(3) of the Code and which have purposes substantially similar to the Corporation as set forth in Article IV of these Articles.

#### **ARTICLE XIII - MEMBERS**

The Corporation shall not have Members.

#### **ARTICLE XIV - DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

#### **ARTICLE XV - BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only as provided in the Corporation's Bylaws.

#### **ARTICLE XVI - AMENDMENT**

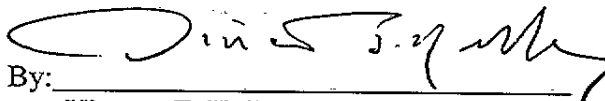
These Articles of Incorporation may be altered, amended or repealed only by VINCENT T. KELLY during his life and while he is not Unable to Act. After the death of VINCENT T. KELLY, or if he is Unable to Act, these Articles may not be altered, amended or repealed by any person. Notwithstanding the foregoing sentence, after the death of VINCENT T. KELLY, or if

he is Unable to Act, the Board of Directors may, by unanimous agreement, amend these Articles if such an amendment is required for the Corporation to continue to qualify as an organization described in Section 501(c)(3) of the Code. Any such amendment shall only be made to the minimum extent necessary to continue such qualification.

For purposes of these Articles, Vincent shall be "Unable to Act" if he is not serving as a Director of the Corporation, or if and so long as Vincent shall, in the opinion of two medically certified doctors, be incapable of performing his duties by reason of advanced age, illness, accident, or any other cause.

**I HEREBY CERTIFY** that the foregoing Restated Articles of Incorporation of KELCO FOUNDATION, INC. are the Articles of Incorporation duly adopted by the Board of Directors of the Corporation by unanimous written consent of the Board of Directors effective as of October 23, 2000.

**KELCO FOUNDATION, INC.**

By:   
Vincent T. Kelly, President

**CONSENT OF REGISTERED AGENT  
OF  
KELCO FOUNDATION, INC.**

The undersigned, SUSAN SHAHEEN, having been named as registered agent and to accept service of process for KELCO FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



\_\_\_\_\_  
SUSAN SHAHEEN  
Registered Agent