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ACCOUNT NO. : 072100000032

REFERENCE : 612058 9564A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Project

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 24 AM 8:36

FILED

ORDER DATE : November 24, 1997

ORDER TIME : 2:22 PM

ORDER NO. : 612058-005

CUSTOMER NO: 9564A

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CUSTOMER: Conrad Kulatz, Esq
KULATZ & DOBBINS, P.A.

Suite 4r
633 S.e. Third Avenue
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: HOLY CROSS PARISH, POLISH
NATIONAL CATHOLIC CHURCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION

97 NOV 24 PM 3:21

RECEIVED

me 11/25/97

**ARTICLES OF INCORPORATION
OF
HOLY CROSS PARISH, POLISH NATIONAL CATHOLIC CHURCH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Corporate Name

The name of this Corporation is Holy Cross Parish, Polish National Catholic Church, Inc. and it is located at 333 N.W. 30th Street, Miami, Florida 33127

ARTICLE II - Corporate Nature

This is a nonprofit corporation, organized for general religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - Duration

The term of existence of the corporation is perpetual.

ARTICLE IV - General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) The Corporation is founded for the purpose of maintaining and promoting religious worship according to the general usages of the Polish National Catholic Church; to worship God; to believe in, and to disseminate religious principles proclaimed by Jesus Christ, the Apostles, and their successors, and the realization of these truths in the lives of the individual, the family and the community. The source of these religious truths is Holy Scripture, and foremost the New Testament, expounded authoritatively by the first Four Ecumenical Councils of the Christian Church (Nicea, Constantinople, Ephesus and Chalcedon), and furthermore by the General and Special Synods of the Polish National Catholic Church.

(b) for the advancement of religious and charitable purposes and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

(c) solicit and accept gifts of money or property in order to carry out the purposes as set forth herein.

(d) to operate exclusively in any other manner for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal or state tax laws, covering distributions to organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V - Management of Corporate Affairs

This Parish shall be under the jurisdiction of the Diocesan Bishop of the Western Diocese of the Polish National Catholic Church and his lawfully elected or appointed successor, who is in Union with the Prime Bishop of the Polish National Catholic Church with its See at Scranton, Pennsylvania, and its lawful successors. In matters of a material, economic and social nature, the members of this Parish shall have the control and management thereof, subject to the provisions of the Constitution and Bylaws of the Polish National Catholic Church. The Parish Committee of this Parish shall consist of the Pastor, a Chairman, Vice Chairman, Recording Secretary, Financial Secretary, Treasurer, and not less than three (3) Directors, unless otherwise prescribed by law, all of whom shall be members, in good standing, of this Parish. The Officers and Directors of this Parish shall be elected at the annual Parish meeting to hold office for the ensuing year and until others are chosen and qualified in their stead. A vacancy or vacancies in any of such offices shall be filled by majority vote of the Parish Committee at a meeting. Any action required or permitted to be taken by the Parish Committee under any provision of law may be taken without a meeting, if all members of the Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Committee.

The names and addresses of such initial members of the Board of Directors are as follows:

1. Rt. Rev. Robert M. Nemkovich
920 N. Northwest Highway
Park Ridge, IL 60068-2358
2. Very Rev. Paul Sobiechowski
5401 S.W. 64th Avenue
Davie, Florida 33314
3. Robert R. Maycan
1425 South Crescent Avenue
Park Ridge, IL 60068

(b) Corporate Officers; the parish members shall elect the following officers: Chairman; Vice Chairman; Recording Secretary; Financial Secretary; Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Parish. Until such election is held, the following persons shall serve as corporate officers:

Chairman:

Rt. Rev. Robert M. Nemkovich
920 N. Northwest Highway
Park Ridge, IL 60068-2358

Vice Chairman:

Robert R. Maycan
1425 South Crescent Ave.
Park Ridge, IL 60068

Secretary:

Very Rev. Paul Sobiechowski
5401 S.W. 64th Avenue
Davie, Florida 33314

Treasurer:

Very Rev. Paul Sobiechowski
5401 S.W. 64th Avenue
Davie, Florida 33314

ARTICLE VI - Earnings & Activities of Corporation.

(a) No part of the net cash flow or earnings, if any, or assets 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 set forth in Article IV hereof.

(b) 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 for public office.

(c) 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 VII - Distribution of Assets

This Parish shall not be liquidated, and title to Parish property shall not be transferred without the written consent of the Prime Bishop and the Supreme Council of the Polish National Catholic Church. Upon liquidation of this Parish, or its expulsion, or its cessation, or its Warrant being lawfully revoked, or title to the property of this Parish being unlawfully transferred, then all of its legally acquired or accumulated funds, moneys and property, whether real or personal, shall revert and become the property of the Polish National Catholic Church in accordance with the provisions and statutes of this Church for the purposes of the P.N.C.C., Western Diocese, in such manner as shall at the time qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

ARTICLE VIII - Membership

(a) The corporation shall have one class of members and no more than

one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as may be adopted at a parish meeting from time to time, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an application approved by the membership committee, for approval and acceptance by The Parish Committee.

ARTICLE IX - Subscribers

The names and residence address of the Subscribers of this corporation are as follows:

Rt. Rev. Robert M. Nemkovich
920 N. Northwest Highway
Park Ridge, IL 60068-2358

Very Rev. Paul Sobiechowski
5401 S.W. 64 Avenue
Davie, Florida 33314

ARTICLE X - Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitation set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted at a parish meeting, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI - Dedication of Assets

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever

inure to the benefit of any director, officer or member thereof, or the benefit of any private individual.

ARTICLE XII - Registered Agent and Office

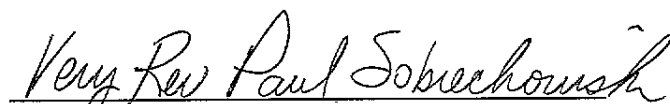
The address of the corporation's registered office shall be 633 SE 3rd Ave., Suite 4R, Fort Lauderdale, Florida 33301 and the name of its registered agent at said address shall be Conrad S. Kulatz, Esq. of the Law Firm of Kulatz & Dobbins, P.A.

ARTICLE XIII - Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

WE THE UNDERSIGNED, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 13th day of November, 1997.


Rt. Rev. Robert M. Nemkovich, Subscriber

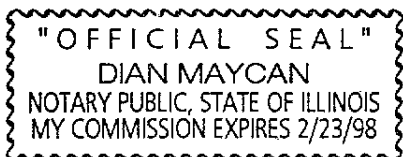

Very Rev. Paul Sobiechowski, Subscriber

State of Illinois)
) ss.
County of COOK)

ACKNOWLEDGMENT

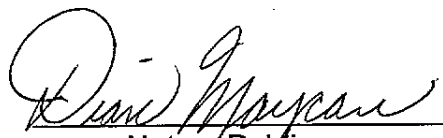
The foregoing instrument was acknowledged before me this 13th day of November, 1997 by Rt. Rev. Robert M. Nemkovich, subscriber herein, who is personally known to me or

who has produced his driver's license as identification.



My Commission Expires:

2/23/98


Notary Public

State of Florida)
) ss.
County of Broward)

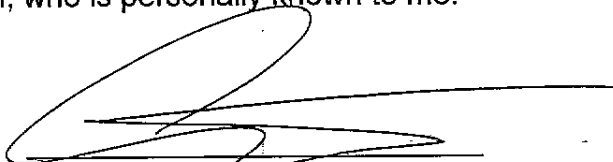
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 14 day of November, 1997 by Rev. Paul Sobiechowski, subscriber herein, who is personally known to me.

My Commission Expires:

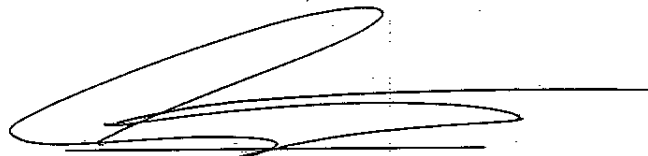


CONRAD S KULATZ
My Commission CC561827
Expires Jul. 11, 2000


Notary Public

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Kulatz & Dobbins, P.A.


Conrad S. Kulatz, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA