



**N98000000299**  
**THE MOST SACRED HEART FOUNDATION, INC.**

8501 N.E. 3rd Avenue  
El Portal, Florida 33138  
Tel.: (305) 758-9998 • Fax: (305) 756-6435

May 26, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000002537760--7  
-05/27/98-01110-020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: N98000000299  
THE MOST SACRED HEART FOUNDATION, INC.

To Whom It May Concern:

This is to advise you that the aforementioned Corporate address change.

OLD ADDRESS: 8501 N.E. 3rd Avenue  
El Portal, Florida 33138

NEW ADDRESS: 119 N.E. 62nd Street, 2nd Floor  
Miami, Florida 33138

Also, please expedite a certified copy of the Amendment of our Articles of Incorporation to us. Please note that Articles of Incorporation has previously been filed, it is only the correct, adopted, amended one. A fee of \$122.50 is attached to serve its purpose.

Thank you for your prompt attention to this matter.

Sincerely yours,

Myrian Mazadeu  
President

**FILED**  
98 MAY 27 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED DEL  
REG  
614

RESOLUTION

FILED  
98 MAY 27 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned President of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of the resolution unanimously adopted at the Board of Directors meeting of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, duly called for and held on 26th day of May, 1998 at which the majority of the Directors were present:

BE IT RESOLVED by the Board of Directors of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, that the name of the corporation shall be THE MOST SACRED HEART FOUNDATION INC.,

I FURTHER CERTIFY that the vote of the sole Member is the only requirement to amend the Articles of Incorporation of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, and that no vote of the Directors is required.

I FURTHER CERTIFY that previously filed Articles V, IX, and X has been deleted and Article XIII has been amended. Currently, there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Charter of By-Laws governing the corporation.

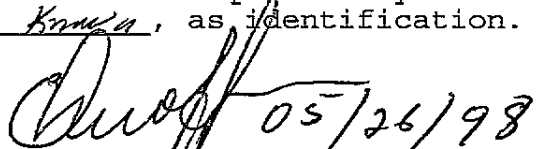
WITNESS my hand and seal this 26th day of May, 1998.

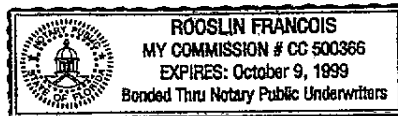
  
\_\_\_\_\_  
Myriam Mézadiou

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

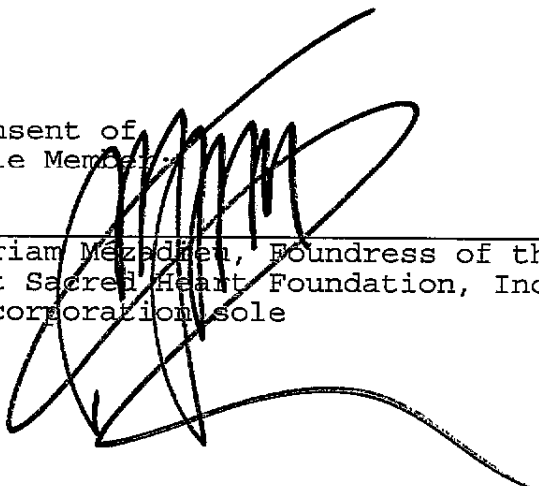
SS

The foregoing instrument was acknowledged before me this 26th day of May, 1998, by Myriam Mézadiou, as President of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or who has produced personally known, as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA,



Consent of  
Sole Member:



---

Myriam Mézackien, Foundress of the  
Most Sacred Heart Foundation, Inc.,  
a corporation sole

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )     SS

26th The foregoing instrument was acknowledged before me this May Day of May, 1998, by Myriam Mézadiou, Foundress of The Most Sacred Heart Foundation, Inc., a corporation sole, as The Sole Member of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or who has produced Personal Known as identification.

Rooslin Francois  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

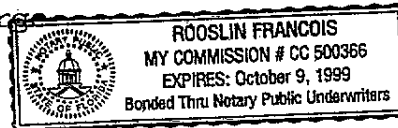
My Commission Expires:



STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )     SS

26th The foregoing instrument was acknowledged before me this May day of May, 1998, by Myriam Mézadiou, Randolph P. McGrorty and Marie Claire Moise, as President, Vice President and Treasurer respectively, of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, on behalf of the Corporation. They are personally known to me or who have produced Personal Known as identification.

Rooslin Francois  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large



AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
THE MOST SACRED HEART FOUNDATION, INC.  
A Florida not for profit corporation

The following Amendment to the Articles of Incorporation was duly adopted by the Board of Directors on The 26th day of May, 1998, pursuant to the authority and provisions of the Florida Statutes and the existing Articles on Incorporation and ByLaws of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation adopted on The 26th day of May 1998, and filed on The 26th day of May, 1998, with the secretary of State.

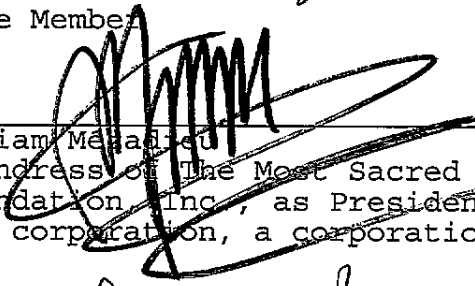
BE IT RESOLVED that Article shall be amended, effective with the date of filing of this amendment with the Secretary of State, effective to read as follows:

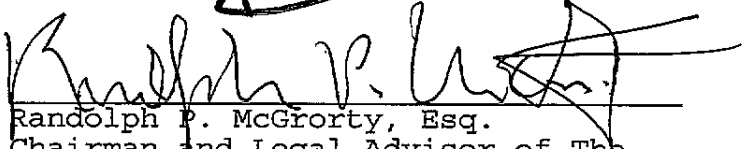
ARTICLE I

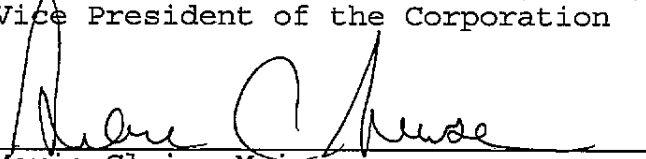
The name of this Corporation is The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Articles of Incorporation of The Most Sacred Heart Foundation, Inc., a Florida not for profit corporation, on behalf of the corporation this 26th day of May, 1998.

Sole Member

  
\_\_\_\_\_  
Myriam Méndez  
Foundress of The Most Sacred Heart  
Foundation, Inc., as President of  
the corporation, a corporation sole

  
\_\_\_\_\_  
Randolph P. McGrorty, Esq.  
Chairman and Legal Advisor of The  
Most Sacred Heart Foundation, Inc., as  
Vice President of the Corporation

  
\_\_\_\_\_  
Marie Claire Moise  
Director of The Most Sacred Heart  
Foundation, Inc., as Treasurer of the  
Corporation

AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE MOST SACRED HEART FOUNDATION, INC.,  
a Florida not for profit corporation

FILED  
98 MAY 27 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned with other persons being desirous forming a corporation for charitable purposes under the provisions of Chapter 617.0202 of the Florida Statutes do agree to the following:

ARTICLE I  
NAME & ADDRESS

The name of the corporation shall be:  
THE MOST SACRED HEART FOUNDATION, INC.,  
a Florida not for profit corporation.  
8501 N.E. 3rd Avenue  
El Portal, Florida 33138  
NEW ADDRESS:  
119 N.E. 62nd Street, 2nd Floor  
Miami, Florida 33138

ARTICLE II  
TERM OF EXISTENCE

This corporation is to exit 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 foundation exclusively for charitable purposes. The specific purposes of the corporation are:

- a) To establish, receive and maintain a fund or funds for the support of Socio-Legal Services and Developing Countries; 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 establish and administer endowment funds; from time to time pay and apply the fund and property of the corporation, including the principal as well as income thereof, for the

support of Socio-Legal Services and developing Countries;

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 properties as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

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

#### ARTICLE V SUBSCRIBERS

The name and residence of the subscriber to these articles of incorporation is:

Myriam Mézadiou  
Foundress of The Most Sacred Heart Foundation  
119 N.E. 62nd Street, 2nd Floor  
Miami, Florida 33138

#### ARTICLE VI OFFICERS

Section 1. The officers of the corporation shall be a President, one Vice President, a Secretary, a Treasurer any additional Assistant Secretaries or Treasurers, 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:

| NAME                         | OFFICE         |
|------------------------------|----------------|
| Myriam Mézadiou              | President      |
| Randolph P. McGrorty, Esq.   | Vice President |
| Marie Claire Moise           | Treasurer      |
| Sister Providentia Igboelusi | Secretary      |

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

#### ARTICLE VII BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three 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. The sole Member of this corporation shall appoint the Directors. The sole Member may remove any and all of the Directors from the Board, with or without cause and at any time such time as she may determine in her 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:

Myriam Mézadiou  
Foundress of The Most Sacred Heart Foundation, Inc.  
8501 N.E. 3rd Avenue  
El Portal, FL 33138

Randolph P. McGroarty, Esq.  
Chairman of The Most Sacred Heart Foundation, Inc.  
1001 - 7th Street, #204  
Miami Beach, FL 33139

Marie Claire Moise  
Director of The Most Sacred Heart Foundation, Inc.  
9126 S.W. 123rd Ct. Street  
Miami, FL 33186

#### ARTICLE VIII CONDUCT OF AFFAIRS

The business and affairs of the corporation shall be conducted in a manner consistent with the Code and Teachings of "Facite Bonum et Amati Tutum," the directives of The Most Sacred Heart, all applicable teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

#### ARTICLE IX 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).

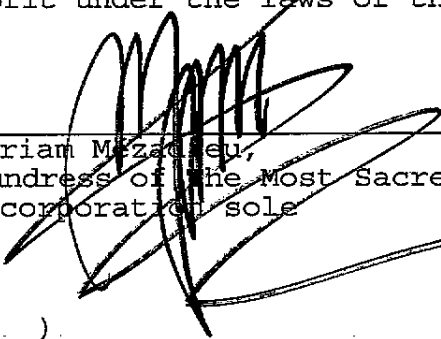
ARTICLE X  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this foundation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Board of Director 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 or officer or director of this 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 XI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1001 - 7th Street, #204, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at the address is Randolph P. McGrorty, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 26th day of May 1998, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

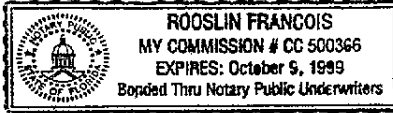
  
\_\_\_\_\_  
Myriam Mezacheu,  
Foundress of the Most Sacred Heart Foundation,  
a corporation sole

STATE OF FLORIDA            )  
                                  )        SS:  
COUNTY OF DADE            )

The foregoing instrument was acknowledged before me this 26th day of May, 1998, by Myriam Mézadiou, Foundress of The Most Sacred Heart Foundation, a corporation sole, who is personally known to me and who acknowledged before me that she executed and subscribes to the Articles of Incorporation.

*Rooslin Francois* 05/26th 1998

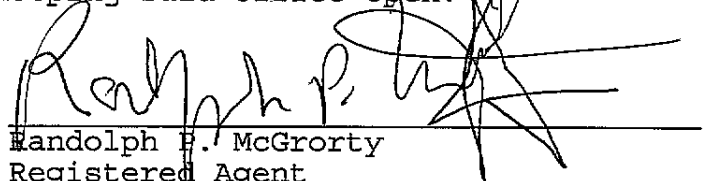
NOTARY PUBLIC-STATE OF FLORIDA



My commission expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
Randolph P. McGrorty  
Registered Agent