



# N98000001755

ACCOUNT NO. : 072100000032

REFERENCE : 768101 81624A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pignatelli*

98 APR -3 PM 3:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

ORDER DATE : April 3, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 768101-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia  
J. Patrick Fitzgerald, Pa  
Suite 3-b  
110 Merrick Way  
Coral Gables, FL 33134

*Articles of  
Correction &  
Name  
Change*

900002478059--6

## DOMESTIC AMENDMENT FILING

NAME: CATHOLIC COMMUNITY FOUNDATION

OF THE ARCHDIOCESE OF MIAMI,

INC  
Availability

*4/3/98*

EFFECTIVE DATE  
Examiner

*Don*

☒ ARTICLES OF AMENDMENT  
☒ RESTATED ARTICLES OF INCORPORATION

Updater

*Don*

Verifier

*Don*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

W.P. Verifier

*Don*

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

98 APR -3 AM 11:22  
DIVISION OF CORPORATION  
FILED

FILED  
98 APR -3 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Correction  
of  
Catholic Community Foundation of the  
Archdiocese of Miami, Inc.,  
a Florida not for profit corporation

The Articles of Incorporation of Catholic Community Foundation of the Archdiocese of Miami, Inc., a Florida not for profit corporation, were originally filed on March 24, 1998, at 9:10 a.m., and assigned document number N98000001755. Due to a scrivener's error, the name of the corporation was misstated in Article I, and inaccurate text was inadvertently included in Article IV, D. Accordingly, these sections are corrected to read as follows:

ARTICLE I  
NAME

The name of the corporation is Catholic Community Foundation in the Archdiocese of Miami Inc., a Florida not for profit corporation, (hereinafter called the "Corporation") whose principal office is located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

ARTICLE IV  
RESERVATION OF POWERS TO MEMBERS

(d) The Member shall approve in advance candidates to the Board of Directors, as proposed by the Board of Directors to the Member.

Corrective Articles of Incorporation of Catholic Community Foundation in the Archdiocese of Miami, Inc., a Florida not for profit corporation, are attached hereto.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 2nd day of April, 1998.

Catholic Community Foundation  
in the Archdiocese of Miami, Inc.

By:

John J. Vaughan  
Rev. Msgr. John J. Vaughan, Incorporator  
9401 Biscayne Boulevard President  
Miami Shores, FL 33138

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by Reverend Monsignor John J. Vaughan, as Incorporator of Catholic Community Foundation in the Archdiocese of Miami, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has produced \_\_\_\_\_, as identification.

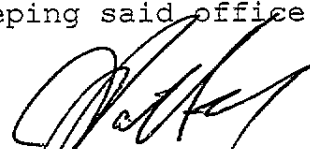
Ethel Marinelli  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

Print, type or stamp Notary Name:



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.



J. Patrick Fitzgerald, Esq.  
Registered Agent

DATED: April 2, 1998

JPF/eg/JPF126/CATH-CMF.ARTC

**Articles of Incorporation  
of  
Catholic Community Foundation in the  
Archdiocese of Miami, Inc.,  
a Florida not for profit corporation**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Catholic Community Foundation in the Archdiocese of Miami Inc., a Florida not for profit corporation, (hereinafter called the "Corporation") whose principal office is located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

**ARTICLE II  
PURPOSE**

(a) To provide a single, unified means for individuals, families, corporations, private foundations and other organizations to make planned gifts for the benefit of any of the institutions of the Catholic Church particularly those located in South Florida. With full regard for the interests of the donors and reflecting the Church's extensive and diverse efforts to carry out the work of Our Lord, the Corporation shall foster, secure, administer and invest gifts, especially endowed gifts, for any and all of the individual parishes, schools and other agencies of the Catholic Church. By taking this measure to

perpetuate the religious, charitable, and educational institutions of the Church, particularly those located in South Florida, the Corporation shall serve the Archdiocese of Miami, the benefitting ministries, and the donors in their efforts to fulfill the two Great Commandments - that we are to love God with our whole being and to love our neighbor as ourselves for the love of God.

(b) The general purposes for which this 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.

(c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE III  
QUALIFICATIONS FOR MEMBERS AND THE  
MANNER OF THEIR ADMISSION

The Member shall be The Most Reverend John C. Fayalora, as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole.

ARTICLE IV  
RESERVATION OF POWERS TO MEMBERS

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member and any provision in these Articles of Incorporation or the Bylaws that are in conflict shall be superseded:

(a) The Member shall approve any long range plan of the corporation as well as any statement of policy and any changes thereto.

(b) The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Member.

(c) The Bylaws shall not be altered, revised, or amended without the express written approval of the Member.

(d) The Member shall approve in advance candidates to the Board of Directors, as proposed by the Board of Directors to the Member.

(e) The Member may remove any Director at any time for a grave reason, in accordance with the procedures determined by Canon Law.

(f) The Member shall approve the appointment and the removal of the President, the outside auditor and the legal counsel of the Corporation.

ARTICLE V  
ADDRESS OF REGISTERED OFFICE AND  
NAME OF REGISTERED AGENT

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE VI  
BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors initially consisting of not fewer than three (3), and thereafter at the next election not fewer than seven (7) persons, and not more than twenty-one (21) persons, the exact number to be determined from time to time in accordance with the Bylaws. The election and term of office of the Directors shall be set forth in the Bylaws.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

|                            |                                                   |
|----------------------------|---------------------------------------------------|
| Reverend Vincent Kelly     | 9401 Biscayne Boulevard<br>Miami Shores, FL 33138 |
| Rev. Msgr. John J. Vaughan | 9401 Biscayne Boulevard<br>Miami Shores, FL 33138 |
| Joseph M. Catania          | 9401 Biscayne Boulevard<br>Miami Shores, FL 33138 |

ARTICLE VII  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE VIII  
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IX  
OFFICERS

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:-

|                            |                |
|----------------------------|----------------|
| Rev. Msgr. John J. Vaughan | President      |
| Joseph M. Catania          | Vice President |
| Reverend Vincent Kelly     | Secretary      |

ARTICLE XI  
POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold

title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of the Corporation and other affiliated organizations;

(b) To lease all or a portion of such real and personal property;

(c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

(d) To make charitable contributions to any affiliated organizations;

(e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(f) To utilize its income in furtherance of the foregoing objectives.

## ARTICLE XII LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in

the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, 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(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

#### ARTICLE XIII CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious statutes 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 XIV  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connection with such dissolution, the remaining assets shall be distributed to such organizations for which endowments were established and held by the Corporation, or to the Archdiocese of Miami to be held for the benefit of such organizations, and the balance of the assets shall be distributed to the Archdiocese of Miami for the use and purposes designated upon the establishment of the fund. Upon dissolution, the assets may be distributed to a successor community foundation with an established purpose and powers not inconsistent with the purposes and powers established under these Articles of Incorporation. In no event shall any of the remaining assets be distributed to any organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XV  
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Directors and upon subsequent approval by the Member.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 2nd day of April, 1998.

Catholic Community Foundation  
in the Archdiocese of Miami, Inc.

By: John J. Vaughan  
Rev. Msgr. John J. Vaughan, Incorporator  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

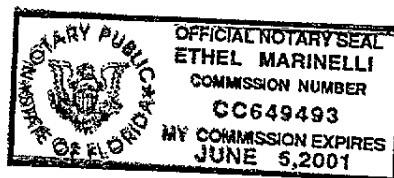
STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by Reverend Monsignor John J. Vaughan, as Incorporator of Catholic Community Foundation in the Archdiocese of Miami, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check One) ☒ He is personally known to me or ☐ He has produced \_\_\_\_\_, as identification.

Ethel Marinelli  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

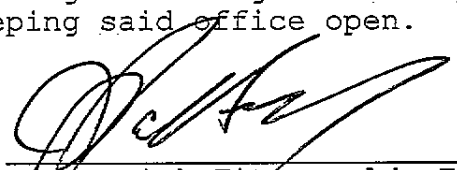
My Commission Expires: June 5, 2001

Print, type or stamp Notary Name:



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.

  
\_\_\_\_\_  
J. Patrick Fitzgerald, Esq.  
Registered Agent

DATED: April 2, 1998

JPF/ln/eg/JPF126/CATH-CMF.AR1