

N98000002689
HARTER, SECREST & EMERY LLP

800 LAUREL OAK DRIVE, SUITE 400
NAPLES, FLORIDA 34108
(941)598-5811
FAX (941)598-2781

6719 WINKLER ROAD, SUITE 121
FORT MYERS, FLORIDA 33919
(941)489-1774
FAX (941)489-1784

May 7, 1998

VIA UPS NEXT DAY AIR

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

400002517394--5
-05/08/98-01087-005
****122.50 ****122.50

Re: St. Vincent de Paul Foundation, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with our check in the amount of \$122.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,
HARTER, SECREST & EMERY LLP


Dennis J. Lumsden

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 8:05

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WS

ARTICLES OF INCORPORATION
OF
ST. VINCENT de PAUL FOUNDATION, INC.
A Nonprofit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 8:05

Article I. Name

The name of this Corporation is the St. Vincent de Paul Foundation, Inc.

The Principal Place of business is 1301 Palm Beach Blvd., SE,
Ft. Myers, Fl. 33905.

Article II. Purposes

The general nature of the objects and purposes of this Corporation shall be as follows:

Section 1. This Corporation is organized to receive, hold and administer property acquired by gift, grant, devise, bequest or otherwise; to make expenditures for the benefit of St. Vincent de Paul Church and its religious, educational and charitable purposes and programs; and to foster and promote public awareness of and interest in, and support for activities and endeavors intended to further those religious, educational and charitable purposes and programs.

Section 2. This Corporation is organized and will be operated exclusively for charitable and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code, as amended, and the purposes of the Corporation shall be limited to such activities and purposes as allowed under said Section, or any successor provision, anything to the contrary herein notwithstanding. Further, this Corporation is organized and will be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of St.

Vincent de Paul Church, within the meaning of Section 509(a)(3) of the Internal Revenue Code, as amended.

Section 3. The Corporation shall possess all powers permitted by the laws of the State of Florida to carry out said purposes, including without limitation, the power to receive and administer funds in accordance with the charitable and educational purposes for which the Corporation is established.

Article III. Term of Existence

The Corporation shall exist perpetually. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

Article IV. Nonprofit Status and Dissolution

Section 1. This Corporation shall issue no stock.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 these Articles. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any 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 law, or by a corporation, 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.

Section 3. On the dissolution of this Corporation the Board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation or to St. Vincent de Paul Church or one or more other organizations that are successors in interest to such organizations, or are organizations affiliated with the Diocese of Venice, Florida, and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this Corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable and educational purposes.

Article V. Dues

The amount of the yearly dues payable by members, if any, shall be such amount as may be determined from time to time by the Board of Directors.

Article VI. Qualification of Members

The membership of this Corporation shall consist of all persons hereinafter named as the Directors of this Corporation and their successors in the respective offices set forth in Section 3. of Article IX below and any other person or persons who shall be elected as Directors at an annual or special meeting of the Directors. All of the foregoing Directors and their successors in office shall be members of the Corporation during their term of office as a Director.

Article VII. Subscriber

The name and street address of the subscriber to these Articles are:

David C. Reigle
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Article VIII. Officers

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Reverend David L. Arle
Vice President	David C. Reigle
Treasurer	Reverend David L. Arle
Secretary	David C. Reigle

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

Article IX. Board of Directors

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have seven (7) directors initially. The number of directors may be increased or decreased from time to time, by the bylaws, but shall not be less than three (3).

Section 2. The names and addresses of the persons who are to serve as Directors for the ensuing year are:

Reverend David L. Arle
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Richard Stotz
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

David C. Reigle
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

George Webster
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Douglas Bligh
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Elizabeth Hutchinson
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Coleen Manhenke
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

Section 3. At all times during the existence of the Corporation, the following persons shall serve as ex-officio members of the Board of Directors:

(a) Reverend David L. Arle, the Rector of St. Vincent de Paul Church, and his successors in office, shall be an ex-officio Director of the Corporation for the entire term of the existence of the Corporation; and

(b) David C. Reigle, the Business Manager of St. Vincent de Paul Church, and his successors in office, shall be an ex-officio Director of the Corporation for the entire term of the existence of the Corporation; and

(c) Two members of the parish of St. Vincent de Paul Church who are designated annually by Reverend David L. Arle, the Rector of St. Vincent de Paul Church, or his successors in office, shall be ex-officio Directors of the Corporation during the period so designated.

Section 4. Any other person or persons may be elected as additional members of the Board of Directors of the Corporation so long as they shall be members of St. Vincent de Paul parish and shall be approved for office by the majority vote of the other Directors.

Article X. Bylaws

The bylaws of the Corporation shall be adopted, altered or rescinded by the majority vote of the Board of Directors at any regular meeting or any special meeting called for that purposes.

Article XI. Amendments

Section 1. These Articles of Incorporation may be amended at any meeting of the membership, called for the purpose, by a two-thirds (2/3) vote of those present.

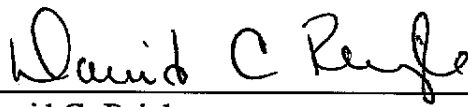
Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

Article XII. Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

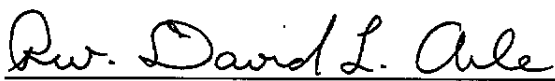
Reverend David L. Arle
1301 Palm Beach Boulevard, SE
Fort Myers, Florida 33905

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 7th day of May, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


David C. Reigle

CONSENT OF REGISTERED AGENT


HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation, and states that he is familiar with, and accepts the obligations of Sections 617.0501 & 617.0502 Florida Statutes.

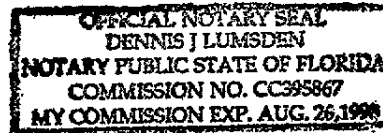

Reverend David L. Arle

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared David C. Reigle, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same.

WITNESS my hand and official seal in the County and State named above, this 7th day of May, 1998.

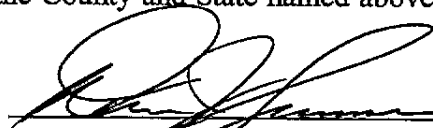

Dennis J. Lumsden Notary Public

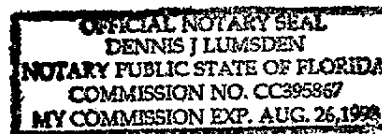


STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Reverend David L. Arle, who is personally known to me and who executed the foregoing Articles of Incorporation as the Registered Agent, and he acknowledged before me that he executed the same for said purpose.

WITNESS my hand and official seal in the County and State named above, this 7th day of May, 1998.


Dennis J. Lumsden Notary Public



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