

N99000000528



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 110306 125193A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : January 25, 1999

ORDER TIME : 10:26 AM

ORDER NO. : 110306-005

700002753267--3

CUSTOMER NO: 125193A

CUSTOMER: David Pearl, Esq
CONCEPCION & SEXTON, LLP
CONCEPCION & SEXTON, LLP
Suite 1015
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: THE CAMILLUS FOUNDATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

513-2295
W99-1796

EXAMINER'S INITIALS:

J 1/27/99
RECEIVE
99 JAN 25 AM 11:11
DIVISION OF CORPORA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 5:49



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
99 JAN 27 PM 3:53
DIVISION OF CORPORATION

January 25, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE CAMILLUS FOUNDATION
Ref. Number: W99000001796

We have received your document for THE CAMILLUS FOUNDATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00003308

RESUBMIT
Please give original
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 5:49

ARTICLES OF INCORPORATION
NON-PROFIT, NON-STOCK CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 5:50

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME AND LOCATION

The name of the corporation is THE CAMILLUS FOUNDATION, Inc. and its location shall be:

336 N.W. 5th Street
Miami, Florida 33128

in Miami-Dade County, State of Florida.

ARTICLE II. NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida.

ARTICLE III. DURATION

The duration (term) of the corporation is perpetual.

ARTICLE IV. PURPOSES

The corporation is organized exclusively for charitable, religious, educational purposes including for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue code (or the other corresponding section of any future Federal Tax code). The corporation will provide resources for the continued operation of Camillus House and Camillus Health Concern (the medical clinic for Camillus House), including the expansion and enhancement of services to the poor and homeless of Miami-Dade County, Florida.

ARTICLE V. EARNINGS NOT DISTRIBUTED OR ACCRUE TO MEMBERS

No part of the net earnings of the corporation shall inure to the benefit of, or distributable to its members, trustees, 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 Section 501(c) (3) purposes. No substantial part of the activities of the corporation shall be 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, or in opposition, to any candidate for 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 (or the other corresponding section of any future Federal Tax code) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code (or the other corresponding section of any future Federal Tax code).

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The number of directors constituting the initial Board of Directors of the corporation are three (3). The names and addresses of the directors are as follows:

Brother Richard Macphee
336 N.W. 5th Street
Miami, Florida 33128

Brother Michael (Raphael) Mieszala
336 N.W. 5th Street
Miami, Florida 33128

Dale Simpson
336 N.W. 5th Street
Miami, Florida 33128

ARTICLE VII. ELECTION OF DIRECTORS

Directors are to be elected by the members of the corporation in the following manner:
each director shall be elected by an affirmative vote of the majority of members.

ARTICLE VIII. CORPORATION OFFICERS

The officers of the corporation shall consist of a Chairperson, Co-Chairperson, Secretary and Treasurer.

The principal duties of the Chairperson shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the Co-Chairperson shall be to discharge the duties of the Chairperson in the event of absence or disability, for any cause whatsoever, of the Chairperson.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to carefully and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incident to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property which shall come into his hands, and to keep an accurate amount of all monies

received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall, from time to time, be imposed or required by the Board of Directors, or as may be prescribed, from time to time, by the bylaws.

ARTICLE IX. ELECTION OF OFFICERS

The officers shall be elected by the Directors, who shall first be elected by the members of the corporation upon the resignation of the initial director and incorporator.

ARTICLE X. MEMBERS

There shall be only one class of members. Whenever the Executive Committee of the corporation determines additional members are desired, the Chairperson of the Membership Committee may write to the membership of the corporation requesting proposals for membership. The membership proposal shall set forth the qualifications of such proposed member and the reasons why he would be a benefit to, and should be admitted to membership in The Camillus Foundation.

ARTICLE XI. NONDISCRIMINATION

The prospective member's race, color, religion, ethnic background, shall not be considered in determining qualification for membership in this organization.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code (or the other corresponding section of any future Federal Tax Code), or shall be distributed to the Federal government, or to a state or local government, for public purpose.

ARTICLE XIII. AMENDMENTS

These Articles may be amended in the manner provided by Statutes at the time of the amendment.

ARTICLE XIV. INITIAL INCORPORATOR

The names and addresses of the initial incorporator is as follows:

David A. Pearl, Esq.
Concepcion & Sexton, LLP
999 Ponce De Leon Blvd., Suite 1015
Coral Gables, FL 33134

ARTICLE XV.

The street address of the initial registered office of the corporation shall be 999 Ponce De Leon Boulevard, Suite 1015, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is Francis X. Sexton, Jr., Esq.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation on this 22nd day of January, 1999, for the purposes of forming this nonprofit corporation under the laws of the State of Florida.

Subscribed in Miami-Dade County, Florida on this 22nd day of January, 1999.

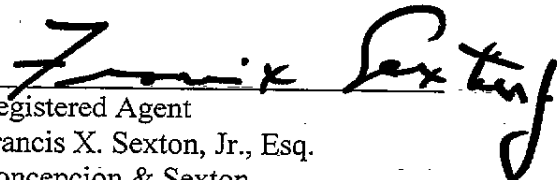


David A. Pearl, Esq.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES.

DATED THIS 22 day of January, 1999.



Registered Agent
Francis X. Sexton, Jr., Esq.
Concepcion & Sexton
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, FL 33134