

N99000000528



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 303970 125193A

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 43.75

ORDER DATE : July 12, 1999

ORDER TIME : 3:21 PM

ORDER NO. : 303970-005

CUSTOMER NO: 125193A

600002929456--2

CUSTOMER: Frank Sexton, Esq
Concepcion & Sexton, LLP
Suite 1015
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: THE CAMILLUS FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
99 JUL 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. COULLETTE AUG 06 1999

cc



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THE CAMILLUS FOUNDATION, INC.
Ref. Number: N99000000528

RESUBMIT

Please give original
submission date as of date.

We have received your document for THE CAMILLUS FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 699A00036064

RECEIVED
99 AUG -4 PM 12:07
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THE CAMILLUS FOUNDATION, INC.
Ref. Number: N99000000528

RESUBMIT
Please give original
submission date as file date.

We have received your document for THE CAMILLUS FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Where is it?
✓ If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 699A00036064

*Member approval
is not required*

RECEIVED
99 AUG -5 PM 3:51
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FILED
99 JUL 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. The corporation may also be referred to herein as the "Foundation" or "corporation."

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 the Florida nonprofit corporations known as Camillus House and Camillus Health Concern, 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 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 distribution 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 an 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 MEMBERS

This corporation shall have certain powers reserved to the Members. The Members of the corporation shall at all times be limited to those persons who are the Brother General and the members of the General Council of the Little Brothers of the Good Shepherd. Membership in the Corporation may be transferred or assigned by affirmative act of the Members.

ARTICLE VII RESERVED POWERS

The following powers are specifically reserved to the Members of the corporation and any provision in these Articles or the Bylaws of the corporation that are in conflict shall be superseded:

- A. The Members reserve to themselves the articulation and mediation of the operating philosophy and final approval of the mission statement that underlie the charitable ministry of Camillus Foundation. Included within these reserved policies shall be the final approval of all decisions regarding major policy changes and long-range plans.
- B. The corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.
- C. The Members shall give final approval to the appointment of all Directors.
- D. No changes, alterations or amendments shall be made to either these Articles of Incorporation or the Bylaws without the final written approval of the Members.

This Amendment was adopted by the Board of Directors of the Corporation on March 25, 1999. Member approval is not required.

ARTICLE VIII
DIRECTORS

The business and affairs of the corporation shall be operated under the supervision of a Board of Directors. The number of Directors of the corporation shall be between three (3) and fifteen (15).

ARTICLE IX
ELECTION OF DIRECTORS

Directors are to be elected by the Board of Directors. Final approval of the appointment of Directors shall be made by the Members of the corporation. However, nothing shall prevent the Members from electing Directors sua sponte.

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, the Members of the corporation shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XI
AMENDMENTS


These Articles may be amended, altered, modified or revoked only by the Members of the corporation.

ARTICLE XII
REGISTERED AGENT

The street address of the _____ registered office of the corporation shall be 336 N.W. 5th Street, Miami, Florida 33128, and the name of the registered agent of the corporation at that address is Michael Mieszala.

THE FOREGOING RESOLUTION WAS ADOPTED AT A DULY AND REGULARLY
CALLED MEETING OF THE DIRECTORS OF THE CORPORATION HELD IN MIAMI,
FLORIDA, ON THE 24TH DAY OF MARCH, 1999.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 25th
DAY OF MARCH, 1999.



Dale Simpson, Chairman
Board of Directors of the Corporation

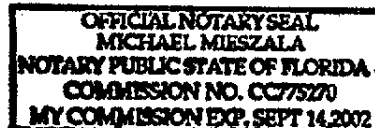
STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE } SS

BEFORE ME, personally appeared Dale Simpson, to me well known to be the person
described in and who executed the foregoing amended and restated Articles of
Incorporation, and acknowledged to and before me that he executed said instrument for
the purpose therein expressed.

WITNESS my hand and official seal, this 25th day of March, 1999.




NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIV OF THESE AMENDED AND
RESTATED 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 25th DAY OF MARCH, 1999.



Registered Agent
Michael Mieszala
336 N.W. 5th Street
Miami, FL 331228

CAMILLUS FOUNDATION, INC.

Amendment to the original articles of incorporation:

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.