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saint leo abbey

August 25, 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

000002973960--4
-08/30/99--01121--012
*****78.75 *****78.75

Re: The St. Leo Abbey Foundation, Inc.

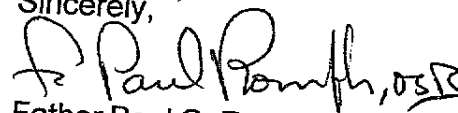
Dear Madam or Sir:

Enclosed are one original and one copy of the Articles of Incorporation for the above captioned corporation. We have also enclosed a check in the amount of \$78.75 made payable to the Florida Secretary of State to cover the fees for filing, certified copy and registered agent.

Please file the Articles of Incorporation, certify the copy of the same and return the certified copy to us by regular mail.

If you have any questions, please let us know.

Sincerely,


Father Paul G. Romfh

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF INCORPORATION
OF
THE ST. LEO ABBEY FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these articles of incorporation for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation (hereinafter called the "Corporation") shall be:

The St. Leo Abbey Foundation, Inc.

ARTICLE II. PURPOSES

The Corporation is organized exclusively for religious, charitable, scientific and educational purposes, including the making of distributions to organizations that 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 Revenue Law.)

(a) Its purposes shall be (1) to receive, acquire, accept and solicit funds including the undertaking of fund-raising campaigns; and to manage, supervise, invest and otherwise maintain such funds; and to distribute funds and other resources for the purposes of advancing and promoting the practice of the Roman Catholic religion, specifically the practice of religion as exemplified by the Order of St. Benedict of Florida, Inc., (Saint Leo Abbey) and to advance and promote such religious practice by supporting the work of the members of the Order including the underwriting and maintenance of the monasteries, prayer centers, retreat houses and other facilities, staffed or otherwise used by the Order; (2) the management of churches, chapels, and places of religious worship; (3) the assistance of monasteries, colleges, schools, retreat facilities used primarily for religious purposes; (4) assistance to those persons who are engaged in the operation of such religious institutions; and (5) lending aid, support and assistance to those persons who dedicate their lives to religious pursuits, and to aid and assist others in the promotion of or accomplishment of any or all of the purposes set forth herein. The Corporation is not organized to directly operate or manage any such buildings or operating institutions, it being the intent to qualify this corporation as a supporting organization under the provisions of Section 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) It shall be within the purposes of this corporation to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof; but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation, or any 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 director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 publication or distribution of statements in) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(e) This Corporation may be dissolved upon the affirmative vote of a majority of all the directors of the Corporation (which majority must include the all the votes of the directors who are members of the Order of Saint Benedict of Florida, Inc.) at a meeting held for the purpose of adopting a resolution or, without a meeting, by the written consent of all the directors. In the event of dissolution of the Corporation, the directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, religious and educational purposes, to the Order of Saint Benedict of Florida, Inc. (Saint Leo Abbey); provided that the Order of Saint Benedict of Florida, Inc. (Saint Leo Abbey) then qualifies as an organization exempt from federal income tax and described in section 501(c)(3) of the Internal Revenue Code. If the Order of Saint Benedict of Florida, Inc. (Saint Leo Abbey) does not then so qualify, then all such assets shall be transferred exclusively for charitable, religious, and educational purposes to the American Cassinese Congregation of the Benedictine Confederation, in accord with the Canon Law of the Roman Catholic Church.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation shall be 33601 S.R. 52, St. Leo, Florida. The mailing address of the corporation shall be P.O. Box 2350, St. Leo, Florida 33574.

ARTICLE IV. MEMBERS

The corporation is organized on a non-stock, membership basis. The sole member of the corporation shall be the Order of Saint Benedict of Florida, Inc., (Saint Leo Abbey), a non-profit corporation, exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence on the date of filing of these Articles and shall thereafter have perpetual existence.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Father Paul G. Romfh, O.S.B.	33601 Highway 52 St. Leo, Florida 33574

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of seven (7) members. The number of directors may be increased or decreased as determined and as provided for by the corporate bylaws, however the number of directors shall not consist of less than three (3) members. A majority of the directors shall always consist of members of the Order of Saint Benedict of Florida, Inc., (Saint Leo Abbey). The directors shall be elected by the method set forth in the bylaws. The sole member of the corporation may remove a director from office at any time, with or without cause.

The names and addresses of the initial directors until the first annual meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Father Simeon Thole	33601 Highway 52 St. Leo, Florida 33574
Father Robert Velten	33601 Highway 52 St. Leo, Florida 33574
Father Paul Romfh	33601 Highway 52 St. Leo, Florida 33574
Brother Isaac Camacho	33601 Highway 52 St. Leo, Florida 33574
Brother Felix Augustin	33601 Highway 52 St. Leo, Florida 33574
Brother Gabriel Estes	33601 Highway 52 St. Leo, Florida 33574
Brother Joshua Melanson	33601 Highway 52 St. Leo, Florida 33574

ARTICLE VIII. BYLAWS

The bylaws of this corporation may be amended, altered, or repealed by a majority vote of the directors of the corporation.

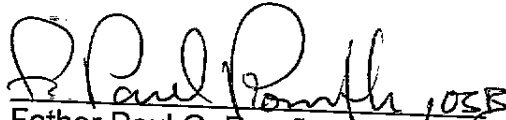
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, however these Articles may be amended only with the affirmative vote of two-thirds of the directors.

ARTICLE X. REGISTERED AGENT AND OFFICE

This corporation has named Father Paul G. Romfh, O.S.B., located at 33601 Highway 52, St. Leo, Florida 33574, as its agent to accept service of process within this state.

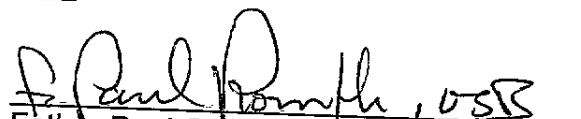
IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 27 day of August, 1999.


Father Paul G. Romfh, O.S.B.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Father Paul G. Romfh, O.S.B., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 27 day of August, 1999.


Father Paul G. Romfh, O.S.B.

st leo/docs/aoi

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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