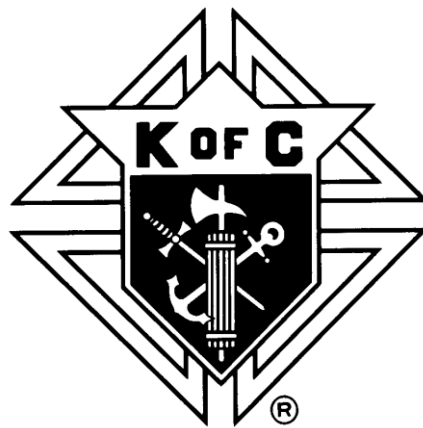


**C. SPELLMAN INCORPORATED
COUNCIL 6125
KNIGHTS OF COLUMBUS**



**ARTICLES OF
INCORPORATION
& BY-LAWS**

Updated June 2002

Amended and Restated

ARTICLES OF INCORPORATION OF C. SPELLMAN, INCORPORATED

Pursuant to the provisions of the Non-stock, Non-profit Corporation Act of the State of Florida, the undersigned Corporation here-by executes the following Amended and Re-stated Articles of Corporation.

ARTICLE I - NAME

The name of the Corporation is C. Spellman, Incorporated, which is an adjunct of Father Spellman council Number 6125 of the Knights of Columbus.

ARTICLE II - PURPOSES AND POWERS

The purposes of this Corporation are:

a. To support and cooperate with all the fraternal, charitable, religious, patriotic and civic enterprises of Father Spellman Council Number 6125 of the Knights of Columbus.

b. To administer the duties and responsibilities outlined in this Article.

The Corporation shall have power to sue and be sued, to hold, receive, lease and purchase such real estate and other property as may be requisite and expedient for its' purposes, and to sell, lease, encumber and dispose of such property. It may adopt or amend by-laws, rules and regulations not inconsistent with applicable laws and these articles. It shall have all other powers granted to non-stock, non-profit corporations by the general laws of Florida.

Provided however, and notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities nor shall it have any powers prohibited to an organization exempt from Federal Income Tax under Section 501 © (2) of the Internal Revenue Code of 1954. The Corporation shall not have or issue shares of stock or pay dividends. No part of its' earnings or assets shall inure to the benefit of or be distributable to its' members, directors, officers, or any other private person, except that shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its' purpose.

The entire amount of income collected from ownership of real or other property, less expenses, shall be turned over to Council 6125, Knights of Columbus.

ARTICLE III - MEMBERSHIP

The membership of the Corporation shall be composed solely of the active membership in good standing of Father Spellman Council Number 6125 of the Knights of Columbus.

Upon termination of a person's membership in said Council, his membership in this Corporation and all rights, privileges and responsibilities incident therein shall also be immediately and automatically terminated.

ARTICLE IV - TERM OF EXISTENCE

The Corporation's duration shall be perpetual. In the event of dissolution, after payment of all liabilities, it's surplus shall become the property of Father Charles Spellman Council 6125, Knights of Columbus.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected from the membership of the Corporation in the manner provided by the By-Laws. The Council Grand Knight, Deputy Grand Knight, and three Council Trustees shall be ex-officio members of the Board. The Board of Directors may be increased or decreased as provided by the By-Laws, but in no case shall the number of Directors be fewer than five. The Directors shall hold office for a term of two years, except as the By-Laws may otherwise provide. Council Officers serving as ex-officio Directors shall be Directors during their term of Council Office. Unless changed by the By-Laws, the total number of members of the Board shall be nine (9).

The Council Officers shall oversee the actions of the Board of Directors and may remove any and all directors by a two thirds vote of Council members present at an annual or special meeting if their actions are found to be detrimental to the purposes of either the Corporation or the Council.

ARTICLE VI – BY-LAWS

The Board of Directors of this Corporation may adopt such by-laws for the conduct of its' business and the carrying out of its' purposes as they deem necessary. Said by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds vote of the Council members present and voting at a membership meeting called in conformity with the notice requirements included in the by-laws.

ARTICLE VII - AMENDMENTS

The Articles of Incorporation may be amended at an annual or special meeting of the membership called for that purpose by a two-thirds vote of the Council members present and voting.

ARTICLE VIII - LOCATION AND AGENT

The Corporation shall have and continually maintain a registered office and agent in the State of Florida.

Location: *3435 Fiske Blvd., Rockledge, Fl 32955*

Agent: *Current President of the Corporation*

Dated at _____ On _____ 20__

Sworn and subscribed Name Office

Before me this ____ day

Of _____ 20__

_____ Pres.

_____ Vice Pres.

_____ Secy.

**BY-LAWS
OF
C. SPELLMAN, INCORPORATED**

ARTICLE I - NAME

The name of this Corporation hereafter called The Corporation is called *C. Spellman, Incorporated*. It is an adjunct of Father Spellman Council Number 6125, hereafter called *The Council*.

ARTICLE II - PURPOSES AND POWERS

Section 1: Purposes. The purposes of The Corporation are:

- a. To cooperate and participate in all the fraternal, charitable, patriotic and civic enterprises of the Council and the Knights of Columbus.
- b. To administer the duties regarding property outlined in Section 2.

Section 2: Powers. The Corporation shall have power to sue and be sued, to hold, receive, lease and purchase and administer mortgages for such real estate property as may be requisite and expedient for its' purposes, and to sell, lease, encumber and dispose of such property. It shall have all other powers granted to non-stock, non-profit corporations by the general laws of the State of Florida. Provided however, the corporation shall not carry on any activities nor shall it have any powers prohibited to an organization exempt from Federal Income Tax under Act of 1954, or the corresponding section of any future Internal Revenue Law. In particular, The Corporation shall not have or issue shares of stock or pay dividends; no part of its' earnings or assets shall inure to the benefit of or be distributable to its' members, directors, officers, or other private person, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its' authorized purposes.

Section 3: The entire amount of income collected from ownership of real property shall be turned over to Father Spellman Council Number 6125 of the Knights of Columbus, which is exempt from Federal Income Taxes under Section 501 © (8) of Internal Revenue Code of 1954.

ARTICLE III - OFFICES

The Corporation shall have and continually maintain a registered office and agent in the State of Florida.

Location: Agent:

3435 Fiske Blvd. Current President of
Rockledge, Fl. 32955 The Corporation

ARTICLE IV - MEMBERS

Section 1: Members. The members of the Corporation shall be solely members in good standing of the Council. Termination for any reason of membership in good standing in said Council shall automatically and immediately terminate membership in the Corporation and no terminated member shall have any further right, title, responsibility or interest in the Corporation or in the privileges of membership therein.

Section 2: Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE V - MEETING OF MEMBERS

Section 1: Annual Meeting. The annual meeting of members shall be held in June, immediately following the first regular meeting of the Council and on the same day. Not fewer than thirty days before the annual meeting date, the Corporation Secretary shall advise the members in writing of the time and place of the meeting. The purpose of the annual meeting shall be to elect directors and for the transaction of such business as may come before the meeting.

Section 2: Special meetings. Special Meetings may be called by the President, the Board of Directors, or by six or more Council members.

Section 3: Notice of Special Meetings. The Corporation Secretary shall advise the members in writing of the time and place of the Special meeting, not fewer than five or more than thirty days before the date of the meeting. The purpose of the Special meeting shall be stated in the Notice. If the notice is mailed, it shall be considered to be delivered through the U.S. mail.

Section 4: Quorum. Twenty members shall constitute a quorum at any annual or special meeting. If a quorum is not present at any such meeting, a majority of members present may adjourn the meeting without further notice.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of nine persons who shall be members in good standing of the Council. The Council Grand Knight, Deputy Grand Knight, and the three Council Trustees shall be ex-officio Board members. If a member of the Board loses his membership in the Council or Corporation, he shall automatically and immediately terminate his membership on the Board of Directors.

Section 2: Election of Directors. In addition to the five ex-officio members, four members shall be elected to serve two year terms, with two members' terms expiring in alternate years. Prior to the annual meeting, the President shall name a Nominating Committee who will present a list of two directors to be annually elected. Names are to be voted on by secret ballot. In addition, the President shall call for nominations from the floor and any member present may make such a nomination. The two Directors annually elected will be those receiving the highest number of votes on the first secret ballot.

Section 3: Vacancies. Any vacancies occurring on the Board, other than due to expiration of term of Office, shall be filled by a majority vote of the Board.

Section 4: General Powers. The Board will be charged with the responsibilities and the authority usually entrusted to a Board of Directors, including the control of its' financial affairs.

Section 5: Regular and Special Meetings. The Board will meet monthly for the purpose of transacting such business as may properly come before the meeting. The presence of at least five members shall constitute a quorum. At any meeting of the Board, a majority vote of Directors present and voting shall determine any matter submitted for consideration. Special meetings of the Board may be called by the

President or by not fewer than three members, giving not less than one day written notice of the date, time and place of such meeting and the business to be transacted.

Section 6: Compensation. Directors will not receive any compensation for their services as Directors.

Section 7: Committees. Committees not having or exercising the authority of the board in the management of the Corporation, may be designated by a majority vote of the Directors present at a meeting at which a quorum is present. Council members who are not Board members may be appointed to a committee.

Section 8: Limitation of Office. A Director will not be eligible to succeed himself after serving two full two year terms. This limitation does not apply to ex-officio members.

Section 9: Supervision of Directors. The Board of Directors will be under the general supervision and control of the Officers of the council; and the Council Officers may remove any and all directors by a two-thirds vote of Council members present at an annual or special meeting if their actions are found to be detrimental to the purposes of either the corporation or the Council.

ARTICLE VII - OFFICERS

Section 1: Board Officers. At the first meeting of the Board of Directors following the Annual Meeting, The board shall elect Officers for the ensuing year. The Corporation officers shall be as follows: President, Vice President, Secretary and Treasurer. Each Officer shall serve for one year and until his successor has been duly elected.

Section 2: Duties. The duties of the Officers are;

a. **PRESIDENT.** The President is the chief executive of the Corporation. He shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall have the power to appoint committees. His signature or the signature of the Vice President is essential for the validity of all checks.

b. **VICE-PRESIDENT.** In the absence of the President, he shall preside at meetings of the corporation and the Board. He will make a monthly report of the proceedings of the Board at each Council monthly business meeting. He shall perform any other duties assigned to him by the President or the Board.

c. **SECRETARY.** He keeps records (minutes) of all meetings of the Corporation and the Board of Directors and performs such duties as are usually performed by secretaries of such organizations.

d. **TREASURER.** He receives all funds paid to the Corporation and deposits them in the official depositories of the Corporation. He makes disbursements by the order of the board. He signs or countersigns all checks. His accounts and books will at all times be opened to the inspection of the president, Board of Directors and any authorized auditors. He will make reports at the annual meeting and such other times as the president or Board may require.

Section 3: Bonding. The Treasurer will be bonded by a surety company in an amount specified by the Board of Directors.

ARTICLE VIII-CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Contracts. The Board may authorize any officer, officers, agent, or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, and countersigned by the Treasurer.

Section 3: Deposits. All funds of the Corporation will be deposited to its' credit in banks, trust companies or other depositories that the Board of Directors selects.

Section 4: Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise.

ARTICLE IX - BOOKS AND RECORDS

The Corporation shall keep correct books and records of accounts and minutes of the proceedings of its' members and the board of directors. All books and records may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time, with proper purpose to be determined by a majority vote of the board members.

ARTICLE X - ORDER OF BUSINESS

Section 1: Regular Meetings. The following shall be the Order of Business for meetings of the Board of Directors:

- a. Call to order
- a. Prayer
- b. Reading of Minutes of previous meeting
- c. Treasurers Report
- d. Reading of bills and communications
- e. Reports of Committees
- f. Unfinished Business
- g. New Business
- h. Prayer
- i. Adjournment

Section 2: Annual Meeting. The following shall be the order of business for the Annual meeting of the Corporation:

- a. Call to Order
- b. Prayer
- c. Report of the President
- d. Presentation of audited financial Report
- e. Presentation of Budget for coming year
- f. Election of Directors
- g. Unfinished Business
- h. New Business
- i. Prayer
- j. Adjournment

ARTICLE XI - TERMINATION OF EXISTENCE

Upon termination of existence of this Corporation, in any manner, all of the funds, assets and property of any kind owned by the Corporation shall be turned over, in full, after payment of all its' liabilities to the Council, #6125.

ARTICLE XII - AMENDMENTS TO BY LAWS

Section 1: These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds vote of the members present and voting at a membership meeting duly called in conformity with the notice requirements of Article V, Section 3, of these By-Laws.

Section 2: Procedure and debate shall be in accordance with the laws and Rules of the Supreme Council, the Articles of Incorporation, and the Corporation Board of Directors, these By-Laws and the rules of parliamentary Law, known as Robert's Rules of Order.