

Articles of Incorporation

for **Metanoia Foundation Inc.**

ARTICLE I – Name

The name of this corporation shall be: **Metanoia Foundation, Inc.**

ARTICLE II – Duration

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III – Purpose

This corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In particular, the mission of the corporation is:

- To live out and promote the Corporal and Spiritual Works of Mercy as taught by the Catholic Church, including feeding the hungry, clothing the naked, visiting the sick and imprisoned, sheltering the homeless, and accompanying the spiritually and materially poor.
 - To advance the principles of Catholic Social Teaching, including the dignity of the human person, solidarity, subsidiarity, the preferential option for the poor, and care for God's creation.
 - To provide formation, education, and direct service opportunities for individuals and communities in need, regardless of race, religion, or background, while remaining faithful to the teachings of the Catholic Church.
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ARTICLE IV – Powers

The corporation shall have all powers granted to nonprofit corporations under the laws of the State of Florida, provided such powers are exercised exclusively in furtherance of the purposes stated in Article III.

ARTICLE V – Membership

The corporation shall have no members. Governance shall be vested in the Board of Directors.

ARTICLE VI – Board of Directors

1. The number of directors shall not be fewer than three (3).
 2. Directors shall be Catholic/Christian faithful committed to the mission of the corporation.
 3. The Board shall have full authority to govern, manage, and oversee the affairs of the corporation, including the power to amend the bylaws.
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ARTICLE VII – Registered Agent and Office

The initial registered office of the corporation is located at:
8830 S.W. 38th Street
Miami Fl 330165-5463

The name of the registered agent at this address is:
Ingrid Y. Pujol

ARTICLE VIII – Incorporators

The name and address of the incorporator of this corporation is:
Karla A. Adrien
7885 NW 191st Street
Miami Fl 33015

ARTICLE IX – Tax-Exempt Status

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered.
2. The 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).
3. Upon dissolution, all assets of the corporation shall be distributed to the Amor En Accion, & Sedientas Por Cristo, or another Catholic charitable organization recognized under Section 501(c)(3), in alignment with the mission of the Catholic Church.

ARTICLE X – Faithful Identity Clause

The corporation affirms that all its ministries, programs, and services shall be carried out in full communion with the teachings of the Catholic Church and under the guidance of its principles.

Signatures

IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of

Incorporation on this 8th day of September, 2026.

Name of Incorporator



Karla A. Adrien