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SIMPSON & SIMPSON
ATTORNEYS AT LAW

DAVID A. SIMPSON
BOARD CERTIFIED CIVIL TRIAL
TRIAL - PERSONAL INJURY AND WRONGFUL DEATH
TRIAL - WORKERS' COMPENSATION
CAMERON DENISE SIMPSON*
TRIAL - PERSONAL INJURY AND WRONGFUL DEATH
TRIAL - WORKERS' COMPENSATION
*ALSO ADMITTED IN GEORGIA

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PENSACOLA
(850) 438-1134

July 17, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

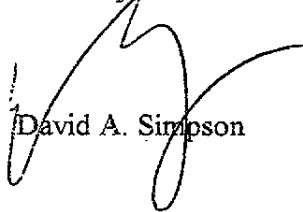
RE: SAINT ANDREWS BY THE SEA ANGLICAN CHURCH, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Saint Andrews By The Sea Anglican Church, Inc., along with my check in the amount of \$78.75. Please return a certified copy of the Articles to me in the enclosed self-addressed, stamped envelope that I have provided for your convenience.

Thank you in advance for your cooperation.

Sincerely,


David A. Simpson

/jwe
Enclosures

FILED
00 AUG 18 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 24 2000

ARTICLES OF INCORPORATION
OF
SAINT ANDREW'S BY-THE -SEA ANGLICAN CHURCH, INC.

FILED
00 AUG 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be Saint Andrew's By -The- Sea Anglican Church, Inc. and its location shall be 110 Marier Avenue, City of Destin, County of Okaloosa, State of Florida.

ARTICLE TWO
PURPOSE

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code. The initial purpose of this corporation is to run a not for profit church organization of the Anglican expression affiliated with and according to the constitution and canons of the Anglican Mission in America.

ARTICLE THREE

PROHIBITED ACTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in ARTICLE TWO. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR

STOCK

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four (4), and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name:</u>	<u>Address:</u>
Thomas E. Taylor	235 Calhoun Avenue, Destin, FL 32541
David A. Simpson	9 Meigs Drive, Shalimar, FL 32579
Karolyn W. Killian	1121 Baycourt Drive, Destin, FL 32541
Betty J. Moore	427 Calhoun Avenue, Destin, FL 32541

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE SIX

GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

ARTICLE SEVEN

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE NINE

INCORPORATOR

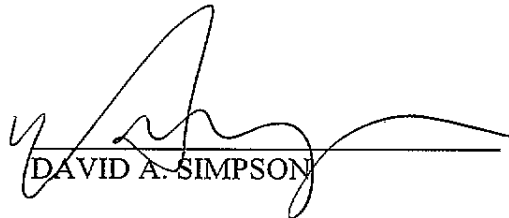
The incorporator is David A. Simpson of 909 Mar Walt Drive, Suite 1024, City of Ft. Walton Beach, County of Okaloosa, State of Florida.

ARTICLE TEN

REGISTERED AGENT

The registered agent is David A. Simpson of 909 Mar Walt Drive, Suite 1024, City of Ft. Walton Beach, County of Okaloosa, State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on August 17, 2000.

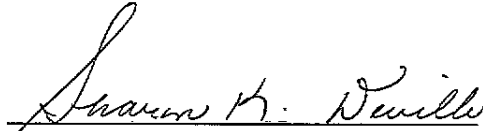

DAVID A. SIMPSON

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared DAVID A. SIMPSON, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

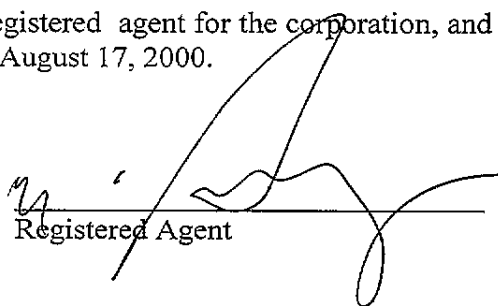

Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, DAVID SIMPSON, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on August 17, 2000.


Registered Agent