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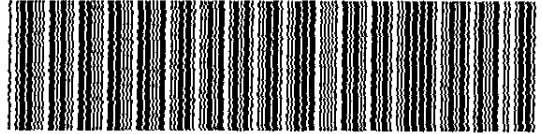
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KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

221 WEST MAIN STREET • SUITE D
INVERNESS, FLORIDA 34450

KAREN O. GAFFNEY

TELEPHONE
352 / 726-9222
FAX
352 / 726-2124

August 4, 2003

Via Certified Mail # 7000 1530 0004 0377 2971

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

RE: St. Raphael of Brooklyn Orthodox Church, Inc.

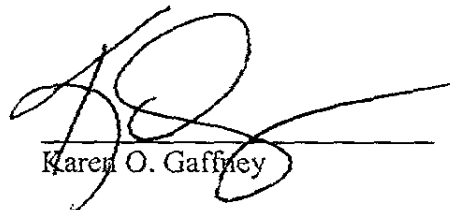
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of St. Raphael of Brooklyn Orthodox Church, Inc. for filing with your office. Also, enclosed is our check in the amount of \$78.75 to cover your fee. Please return the certified copy and letter of acknowledgment to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.



Karen O. Gaffney

KOG/dvg
Enclosures

ARTICLES OF INCORPORATION

OF

ST. RAPHAEL OF BROOKLYN ORTHODOX CHURCH, INC.

A Florida Corporation Not-for-Profit

THE UNDERSIGNED, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation not-for-profit under and by virtue of the laws of the State of Florida as contained in the provisions of Florida Statutes, Chapter 617, Part I, as amended (the "Act").

ARTICLE I. NAME

The name of the corporation is **ST. RAPHAEL OF BROOKLYN ORTHODOX CHURCH, INC.** The corporation shall be a parish of the Diocese of the South, Orthodox Church in America. The principal office of the corporation shall be located at 218B N. Apopka Avenue, Inverness, Florida 34450.

ARTICLE II. DURATION

The corporation shall have perpetual existence. The corporation shall be a parish of the Diocese of the South, Orthodox Church in America.

ARTICLE III. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to care for the believers on the basis of the Teachings, the Canons, and the Traditions of the Orthodox Church, to serve their religious needs, and to further their moral betterment; this is to be done under the spiritual guidance and administrative authority of the Diocese-of-the-South of the Orthodox Church in America; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or

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connected therewith which are consistent with Section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall be permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or any other corresponding provision of any future Internal Revenue Code law. The purpose for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of the any future United States Internal Revenue law.

In furtherance of such purposes, the Corporation shall have power to:

(a) Affix, levy, collect and secure payment by any lawful means of all charges and amounts due as needed by it in order to carry out its duties.

(b) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the corporation. The purchase or sale of real property shall require the approval of the ruling Bishop of the Diocese of the South, Orthodox Church in America;

(c) Borrow money, and subject to the consent by vote or written statement of two-thirds (2/3) of the Board of Directors, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(d) Dedicate, sell, or transfer all or any part of its property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes and affiliated with the Diocese of the South, Orthodox Church in America provided that any merger, consolidation, shall have the assent by vote or written instrument of two-thirds (2/3) of the Board of Directors;

(f) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may or hereafter have or exercise.

(g) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Corporation.

The corporation is organized and shall be operated exclusively for the purposes set forth above. No part of any net earnings or assets of the corporation will inure to the benefit of any member.

ARTICLE IV. QUALIFICATION OF MEMBERS AND MANNER OF ADMISSIONS.

For persons to be eligible as members in the corporation, they shall have been baptized and chrismated in the Orthodox Church; shall be willing to abide by the

Teachings, the Canons and the Traditions of the Orthodox Church; and shall accept the canonical and administrative authority of the Diocese-of-the-South of the Orthodox Church in America.

Admission to membership requires that the eligible persons avow their intent to participate in the Holy Mysteries of Confessions and Communion, at least once a year; to care for the welfare of the corporation; and to fulfill the financial obligations established by the corporation.

The qualifications of members and the manner of their admission shall be as regulated by the Bylaws. The power to adopt, alter, amend or repeal the corporate Bylaws shall be vested in the Board of Directors. The power to adopt, alter, amend or repeal the Uniform parish Bylaws shall be vested in the Bishop of the Diocese of the South, Orthodox Church in America.

ARTICLE V. TERM

The term for which the corporation is to exist shall be perpetual. The corporation shall be a parish of the Diocese of the South, Orthodox Church in America. In the event of dissolution of the corporation, no part of the corporation's earning or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed as provided in the Bylaws, but in no event to any organization not described in each of Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code, or corresponding sections of any prior or future law, or to the federal state or local government for exclusive public purpose.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 218B N.

Apopka Avenue, Inverness, Florida 34450, and the name of the initial registered agent of the corporation at such address is MR. LEONILDO SERRA.

ARTICLE VII. INITIAL OFFICERS AND SUBSCRIBERS

The affairs of this corporation will be managed by the officers whose positions and duties are set forth in the Bylaws who do not have to be members of the Board of Directors. The officers shall be elected by the Board of Directors at its first meeting. If a vacancy occurs in any office, it shall be filled by the Board of Directors. The number of officers may be increased by the Board of Directors as determined necessary and appropriate by such Board. All officers and directors shall serve until such time as they resign or until such time as their successors are elected or appointed. The names of the initial officers who are to serve until the first such election are as follows:

| <u>OFFICE</u> | <u>NAME AND ADDRESS</u> |
|---------------------------|--|
| President | Rev. Mark Stevens 4586 Redmond Place Sanford, FL 32771 |
| Vice-President/ Warden | Mrs. Dolores Y. Lichatz 9786 SW 196 th Circle Dunnellon, FL 34432 |
| Vice-Warden | Mr. Leonildo Serra 4671 Huntwood Pt. Beverly Hills, FL 34464 |
| Secretary | Mrs. Joan Steele 509 S. Jefferson St. Beverly Hills, FL 34465 |
| Treasurer | Mrs. Ellen Skowronek 9808 SW 195 th Circle Dunnellon, FL 34432 |

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation, which shall also be known as the "Council", shall consist of no less than five (5) nor more than nine (9) directors of council members as determined by the Bylaws. Directors or council members shall be elected at the annual meeting of the members in the manner set forth in the corporate Bylaws. Directors or council members may be removed and vacancies shall be filled in the manner provided by the corporate Bylaws.

The Board of Directors or council members must be members of the corporation. The Parish rector shall at all times be a member of the Board of Directors or Council. The directors or council members named in these Articles shall serve as directors or council members for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors or Council shall have the authority to make provision for reasonable compensation to its members for their services as directors or council members and to fix the basis and conditions upon which this compensation shall be paid. Any director or council member may also serve the corporation in any other capacity and receive compensation therefrom in any form. The names and addresses of the first Board of Directors or Council are as follows:

Mrs. Nancy Kinley, 2912 N. Kittery Pt., Hernando, FL 34442

Mrs. Linda Labosky, 19875 SW 93rd Lane, Dunnellon, FL 34432

Mr. James Brennan, 1139 E. McKinley St., Hernando, FL 34442

The method of election of directors is as stated in the Bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of these articles is:

Mr. Leonildo Serra
4671 Huntwood Pt.
Beverly Hills, FL 34464

ARTICLE X. BYLAWS

The Uniform Parish Bylaws of the Diocese-of-the-South, including the Statutes Governing Missions, and the Statute of the Orthodox Church in America, shall regulate the activities of this corporation. The Bylaws are uniform throughout the Diocese-of-the-South of the Orthodox Church in America, and may not be altered unilaterally by the corporation, that is, its Board of Directors, its officers, and its members, or any combination thereof. However, proposals for change may be presented by the corporation for consideration by the Diocese in accordance with procedure provided in the Bylaws.

ARTICLE XI. POWERS

The corporation shall have the power to make contracts and incur liabilities; acquire, hold title to, and sell, rent and lease, personal property and real estate; erect buildings on its property; accept gifts, donations, contributions and bequests; invest, lend and borrow money and, as security for the repayment thereof, to mortgage or otherwise pledge the property, both personal and real, of the corporation. Any substantial improvement to and/or purchase of sale of real property shall require the approval of the Diocesan Bishop.

ARTICLE XII. SUBSIDIARY ACTIVITIES

The corporation shall have the right to organize and maintain subsidiary religious,

charitable and educational institutions such as chapels, cemeteries, asylums for the elderly and/or ailing persons and homeless minors, Sunday schools and the like upon the approval of the Diocesan Bishop.

ARTICLE XIII.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal Tax code, or shall be distributed to the Federal State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Board of Directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 4th day of August, 2003.


LEONILDO SERRA

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 4th day of August, 2003, by **LEONILDO SERRA**, who is personally known to me or who did produce Personally known as identification, and who did not take an oath.

Dawn J. VanGarder

Notary Public

My Commission Expires: _____

My Commission Number: _____



Dawn J. VanGarder
MY COMMISSION # CC945575 EXPIRES
June 15, 2004
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


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In pursuance of Chapter 48.091, Florida Statutes, the following
submitted in compliance with said Act:

First - **ST. RAPHAEL OF BROOKLYN ORTHODOX CHURCH, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Inverness, County of Citrus, has named Leonildo Serra, located at 218B N. Apopka Avenue, Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Leonildo Serra
Registered Agent