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TALLAHASSEE, FLORIDA

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9/14/05
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: St. Philip the Apostle Orthodox Church, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rev. Father Joseph M. Ciareciaglino
Name (Printed or typed)

3025 Geiger Court
Address

Clearwater, FL 33761
City, State & Zip

727-898-8000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
ST. PHILIP THE APOSTLE ORTHODOX CHURCH, INC.

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

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TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the corporation shall be ST PHILIP THE APOSTLE ORTHODOX CHURCH, INC.

ARTICLE 2. ADDRESS

The principle place of business and mailing address of the corporation is:
3025 Geiger Court, Clearwater, FL 33761.

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

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not 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 United States Internal Revenue law. The purposes 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 any future United States Internal Revenue law.

**ARTICLE 4: QUALIFICATION OF MEMBERS
AND MANNER OF ADMISSION**

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, Canons, and 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.

Other qualifications for membership and rights of members shall be as set forth in the bylaws.

ARTICLE 5. TERM

The date of commencement of corporate existence shall be when these articles have been filed with the Secretary of State of the State of Florida. The term for which the corporation is to exist shall be perpetual. In the event of

dissolution of the corporation, no part of the corporation's earnings or assets shall inure to benefit any of its members; the residual assets of the corporation shall be distributed as provided in the Bylaws of St. Philip the Apostle Orthodox Church, Inc., but in no event to any organization which is not exempt as an organization 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 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 Mirror Lake Drive, St. Petersburg, Florida 33701 and the name of the initial registered agent of the corporation at such address is Debra J. Gell, Esquire.

ARTICLE 7: SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

Rev. Father Joseph M. Ciarciaolino	3025 Geiger Court Clearwater, FL 33761
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ARTICLE 8: OFFICERS

The affairs of this corporation will be managed by the officers whose positions and duties are set forth in the Bylaws. 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 as provided in the bylaws. The names of the officers who are to serve until the first such election are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Rev. Father Joseph M. Ciarciaglino 3025 Geiger Court Clearwater, FL 33761
Elder	Nicholas Finzer 4202 East Fowler Avenue, MAH 4505 Tampa, FL 33620
Secretary	Sue Finzer 5860 Cedar St. N.E. St. Petersburg, FL 33703
Treasurer	Kevin P. Tully 604 W. North Bay Street Tampa, FL 33603

ARTICLE 9: DIRECTORS

The Board of Directors of the corporation, which shall also be known as the "Parish Council", shall consist of no less than five (5) directors or council members as determined by the Bylaws. Directors or Council members other than the President, who shall always be the rector or priest in charge as appointed by the diocesan bishop, shall be elected at the annual meeting of the members in a manner set forth in the Bylaws. Directors or council members, other than the rector or priest in charge, may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Board of Directors or Council members must be members of the corporation. The Parish rector or priest in charge shall at all times be a member of the Board of Directors or Council and shall always be the president.

The directors or council members named in these Articles shall serve as directors or council members 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 names and addresses of members of the First Board of Directors or Council are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Father Joseph M. Ciarciaglino	3025 Geiger Court Clearwater, FL 33761
Nicholas Finzer	4202 East Fowler Avenue MAH 4505 Tampa, FL 33620
Sue Finzer	5860 Cedar St. N.E. St. Petersburg, FL 33703
Kevin P. Tully	604 W. North Bay Street Tampa, FL 33603

ARTICLE 10: BYLAWS

The uniform Bylaws of the Diocese of the South, as well as the Statutes Governing Missions, and the Statutes 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 11: POWERS

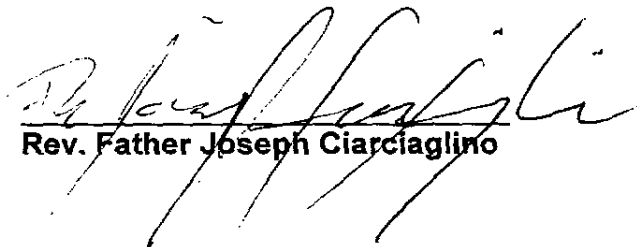
Except as otherwise specifically limited by these articles or the bylaws, the corporation shall have and may exercise all powers now or hereafter conferred upon corporations not for profit by the Florida Not for Profit Corporation Act.

ARTICLE 12: SUBSIDIARY ACTIVITIES

The corporation shall have the right to organize and maintain subsidiary religious, charitable, and education institutions such as chapels, cemeteries, asylums for the elderly and/or ailing persons and homeless minors, Sunday schools and the like.

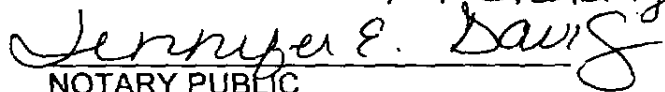
I THE UNDERSIGNED, for the purpose of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

Witness our respective hands and seals on the date indicated below:


Rev. Father Joseph Ciarciaolino

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th
day of September 2005 by Rev. Father Joseph Ciarciaolino.


NOTARY PUBLIC

My commission expires:



Jennifer E. Davis
Commission #DD248505
Expires: Sep 09, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

FILED

05 SEP 12 AM 10: 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Debra J. Gell, Esquire, having been designated as Registered Agent to accept service of process for St. Philip the Apostle Orthodox Church, hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the Florida Statutes in keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Debra J. Gell, Esquire
Registered Office: 200 Mirror Lake Drive
St. Petersburg, FL 33701

IN WITNESS THEREOF, I have hereunto set my hand and seal this
7th day of September, 2005.


DEBRA J. GELL, ESQUIRE