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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amended and Restated
Corporate Charter
of**

Church of Bethesda-By-The-Sea, Inc.

Formerly known as "The Rector, Wardens and Vestry of the Church of Bethesda-By-The-Sea,"
as amended and restated January 27, 2013 and further amended January 26, 2014

NO2554

ARTICLE I. CORPORATE EXISTENCE

- I.A. The name of the corporation shall be "Church of Bethesda-By-The-Sea, Inc."
- I.B. It shall have offices at South County Road and Barton Avenue, Palm Beach, Florida. The street address of the principal office and mailing address of the corporation are: 141 S. County Road, Palm Beach, Florida 33480.
- I.C. The purpose of the corporation shall be (i) to help people to experience the clear and strong presence of God and to understand and spread Christ's teachings through collective worship, learning and service, (ii) to hold worship services every Sunday and on other days in accordance with *The Book of Common Prayer and Administration of the Sacraments and Other Rites and Ceremonies of the Church Together with The Psalter or Psalms of David According to the Use of The Episcopal Church*, (iii) to hold and enjoy all property and rights of any kind whatsoever to which the corporation is, may be or may at any time become entitled or which the corporation does, may or may come to possess and (iv) to perform all other acts, and do all other things, that the corporation may lawfully perform or do.
- I.D. The corporation shall have perpetual existence.
- I.E. Notwithstanding any provision hereof to the contrary, the affairs of the corporation shall be managed, to the extent permitted by law, in accordance with the Constitution & Canons of the Protestant Episcopal Church in the United States of America ("ECUSA Canons"), and, to the extent consistent with the ECUSA Canons, in accordance with the Constitution and Canons of the Diocese of Southeast Florida ("Diocesan Canons") (the ECUSA Canons and, to the extent consistent therewith, the Diocesan Canons collectively hereinafter "the Canons"). In the event of any conflict between this Charter and the Canons, the affairs of the corporation shall be managed in accordance with the Canons.

ARTICLE II. MEMBERS; MEETINGS OF MEMBERS

- II.A. The Vestry shall establish criteria, in accordance with the Canons, to determine persons who shall be entitled to vote at Meetings of Members (such persons "Electors").
- II.B. The powers of the Electors over the affairs of the corporation shall be the powers of members of a not for profit corporation prescribed by law.

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- II.C. "Meeting of Members" shall mean an assembly of Electors at a time and place (a) of which due notice shall have been given specifying the time and place and (b) at which a quorum of Electors shall be present.
- C.i. Due notice of a Meeting of Members shall have been given if and only if reasonably diligent efforts shall have been made to deliver notice to each and every Elector, by oral announcements at all worship services on each of two or more Sundays, by written notices (which may be printed on paper or may be made by any other effective communication technology) and by notices posted at the offices of the corporation, not more than sixty (60) days in advance of the time and not less than fifteen (15) days in advance of it.
- C.ii. A quorum of Electors shall be twenty five Electors.
- II.D. The corporation shall hold a Meeting of Members during the 60-day period ending with January 31st of each year (each such meeting the "Annual Meeting" for the year including such January 31st), and the Rector shall effect due notice of each such meeting.
- II.E. Except as provided in ARTICLE III.G, Electors may act only by adopting resolutions and shall adopt a resolution by, and only by, the affirmative votes of a majority of the Electors present at a Meeting of Members; provided that, if due notice of a Meeting of Members shall have been given and there be not a quorum of Electors at the time and place specified in the notice, then the Electors present at such time and place may adjourn the Meeting of Members to another time and/or place, and the Rector shall effect due notice that there shall be a Meeting of Members at such time and place.
- II.F. Meetings of Members shall be conducted in accordance with usual and customary rules of order for deliberative bodies.
- II.G. The Vestry shall cause to be made, to the people assembled at every Annual Meeting, a report of the financial results and condition of the corporation. The Vestry shall cause such report to be made by a Vestry Member or by an officer of the corporation.

ARTICLE III. VESTRY

- III.A. The temporal affairs of the corporation shall be managed by a governing body (the "Vestry").
- III.B. The powers of the Vestry to manage the affairs of the corporation shall be the powers of a board of directors prescribed by law.
- III.C. To the extent permitted by law, the Vestry shall manage the affairs of the corporation in accordance with the Canons.
- III.D. The Vestry shall include the Rector and such other persons as shall have been elected to serve in the Vestry in accordance with the Canons and as provided in this Charter and the By-Laws of the corporation (such persons and the Rector each a "Vestry Member").

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- III.E. Except as provided in ARTICLE III.K., a person other than the Rector shall serve as a Vestry Member only if he or she shall have been elected to do so at an Annual Meeting.
- III.F. The Vestry shall prescribe in the By-Laws of the corporation the number of Vestry Members to be elected at each Annual Meeting and the term for which each shall be elected to serve; provided that the resulting number of Vestry Members (as long as none shall resign and all shall remain able to serve) shall be no less than six (6) or such greater number as the Canons shall require.
- III.G. The Vestry may prescribe in the By-Laws of the corporation procedures by which votes shall be cast and counted at an Annual Meeting to decide which persons shall be elected to serve as Vestry Members; provided that such procedures shall be the same for every person nominated to be so elected. Such procedures may require that the number of affirmative votes so to elect a person be greater than one half of the number of Electors present at the Annual Meeting.
- III.H. "Vestry Meeting" shall mean an assembly of Vestry Members at a time and place (a) of which due notice shall have been given specifying the time and place, (b) at which a quorum of Vestry Members shall be present and (c) at which the Senior Warden or the Junior Warden or both shall be present.
- H.i. Due notice shall have been given if and only if reasonably diligent efforts shall have been made to deliver notice to each and every Vestry Member, at least three (3) days before the specified time; provided that there shall be a Vestry Meeting immediately after the Annual Meeting for each year, at the place where the Annual Meeting shall have been held and that due notice of an Annual Meeting shall constitute due notice of the Vestry Meeting immediately after the Annual Meeting.
- H.ii. A quorum of Vestry Members at any time shall be any number of them greater than one half of the number of all Vestry Members at the time.
- H.iii. A Vestry Member shall have been present at a Vestry Meeting if and only if at substantially all times during the Vestry Meeting (a) the Vestry Member shall have been able to hear and understand all that was said by every other person present at the Vestry Meeting, (b) every other person present at the Vestry Meeting shall have been able to hear and understand all that the Vestry Member said at the Vestry Meeting and (c) the Clerk (or whoever may be keeping minutes of the Vestry Meeting) shall have confirmed, by communication with the Vestry Member during the Vestry Meeting, that the Vestry Member intends to be present at the meeting and knows himself or herself to be so. Without limiting the foregoing, a Vestry Member shall be present at a meeting if he or she shall be able to hear and be heard by telephonic means.
- III.I. The Vestry may act only by adopting resolutions and shall adopt a resolution by, and only by, the affirmative votes of a majority of the Vestry Members present at a Vestry Meeting, except as provided in ARTICLE III.J and ARTICLE VII; provided that, if due

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notice of a Vestry Meeting shall have been given and there be not a quorum of Vestry Members at the time and place specified in the notice, then the Vestry Members present at such time and place may adjourn the Vestry Meeting to another time and/or place, and the Rector shall effect due notice that there shall be a Vestry Meeting at such time and place.

- III.J. If the Vestry shall have adopted a resolution by the affirmative votes of more than four fifths of all Vestry Members, not only those present, and such resolution shall provide that it may be superseded, amended or repealed only by affirmative votes of more than four fifths of all Vestry Members, then such resolution shall be superseded, amended or repealed only by such affirmative votes.
- III.K. If a Vestry Member shall resign, shall become unable to serve as such or shall otherwise cease to serve as such during the term for which he or she shall have been elected so to serve, the Vestry shall elect a person who is an Elector to serve as a Vestry Member for the remainder of such term.
- III.L. If (i) the Vestry shall have adopted a resolution to remove a Vestry Member by affirmative votes of more than four fifths of all Vestry Members, not only those present, and (ii) the Rector shall have cast one of such affirmative votes, then the Vestry Member shall cease to serve as such, and the Vestry shall elect a Vestry Member as provided in ARTICLE III.K.

ARTICLE IV. RECTOR

- IV.A. The Vestry shall appoint a person to be the rector required by the Canons (the "Rector") and shall do so in accordance with the Canons.
- IV.B. The person so appointed to be Rector shall serve as such until he or she shall resign from the office or shall be removed in accordance with the Canons.
- IV.C. The Rector shall have the powers and duties prescribed by the Canons.

ARTICLE V. WARDENS

- V.A. Senior Warden.
 - A.i. The Rector shall designate a Vestry Member (other than the Rector) to serve as the Senior Warden so that there shall be a Senior Warden at all times. The Rector may so designate a Vestry Member at any time.
 - A.ii. If a person so designated shall cease to be a Vestry Member or shall resign from the office of Senior Warden or become unable to serve as such, the Rector shall promptly designate another Vestry Member (other than the Rector) to be the Senior Warden.
 - A.iii. Whenever the Rector shall designate a Vestry Member to serve as Senior Warden, any person previously so designated shall cease to be the Senior Warden.

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V.B. Junior Warden.

- B.i. At the Vestry Meeting immediately after each Annual Meeting, the Vestry Members other than the Rector shall elect a Vestry Member to serve as Junior Warden. The Vestry Members other than the Rector may elect a Vestry Member to serve as the Junior Warden at any Vestry Meeting.
- B.ii. If a person elected to serve as Junior Warden shall cease to be a Vestry Member or shall resign from the office of Junior Warden or become unable to serve as such, the Vestry shall at the next Vestry Meeting elect another Vestry Member to serve as Junior Warden.
- B.iii. Whenever the Vestry shall elect a Vestry Member to be the Junior Warden, any person previously so elected shall cease to be the Junior Warden.

ARTICLE VI. OFFICERS

VI.A. Clerk.

- A.i. At the Vestry Meeting immediately after each Annual Meeting, the Vestry shall elect a person to serve as Clerk, and the Vestry may elect a person to serve as Clerk at any other Vestry Meeting.
- A.ii. If a person elected to serve as Clerk shall resign from the office of Clerk or become unable to serve as such, the Vestry shall at the next Vestry Meeting elect another person to serve as Clerk.
- A.iii. Whenever the Vestry shall elect a person to serve as Clerk, any person previously so elected shall cease to serve as Clerk.
- A.iv. The person serving as Clerk at any time shall be an officer of the corporation at the time.
- A.v. The duties of the Clerk shall include, without limitation, recording and preserving minutes of Vestry Meetings and of Meetings of Members and keeping and authenticating records of the corporation.

VI.B. Treasurer.

- B.i. At the Vestry Meeting immediately after each Annual Meeting, the Vestry shall elect a person to serve as Treasurer, and the Vestry may elect a person to serve as Treasurer at any other Vestry Meeting.
- B.ii. If a person elected to serve as Treasurer shall resign from the office of Treasurer or become unable to serve as such, the Vestry shall at the next Vestry Meeting elect another person to serve as Treasurer.

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- B.iii. Whenever the Vestry shall elect a person to serve as Treasurer, any person previously so elected shall cease to serve as Treasurer.
- B.iv. The person serving as Treasurer at any time shall be an officer of the corporation at the time.

VI.C. Chancellor.

- C.i. At the Vestry Meeting immediately after each Annual Meeting, the Vestry shall elect a person to serve as Chancellor, and the Vestry may elect a person to serve as Chancellor at any other Vestry Meeting.
- C.ii. If a person elected to serve as Chancellor shall resign from the office of Chancellor or become unable to serve as such, the Vestry shall at the next Vestry Meeting elect another person to serve as Chancellor.
- C.iii. Whenever the Vestry shall elect a person to serve as Chancellor, any person previously so elected shall cease to serve as Chancellor.
- C.iv. The person serving as Chancellor at any time shall be an officer of the corporation at the time.
- C.v. The duties of the Chancellor shall include, without limitation, advising the Rector, the Wardens and the Vestry on matters of law.

ARTICLE VII. ENDOWMENT POWER

VII.A. In this Charter:

- A.i. the term "Financial Assets" shall mean money and/or statutory or contractual rights transferable for, or convertible into, money, including without limitation deposits in banks, marketable securities and interests in assets held by financial institutions;
- A.ii. the terms "investment income," "custodial services" and "investment management services" shall have their meanings as terms of art in the context of financial and fiduciary matters;
- A.iii. the term "proceeds" from Financial Assets shall mean any investment income earned by virtue of owning the Financial Assets, together with all proceeds from selling the Financial Assets (whether there shall be gain or loss reflected in such proceeds); and
- A.iv. the term "endowment" shall mean at any time a certain set of Financial Assets, such set having been named and delimited by Vestry as provided in this ARTICLE VII, together with any proceeds from such Financial Assets, but excluding any Financial Assets that shall at the time have been released from such set as provided in this ARTICLE VII.

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VII.B. Financial Assets shall be in an endowment if and only if the Vestry shall have adopted a resolution by the affirmative votes of more than four fifths of all Vestry Members, not only those present, and such resolution (the "Endowment Resolution" for the endowment) shall

- B.i. specify the name of the endowment in which the Financial Assets shall be, either
 - i.a. by assigning a unique name to the endowment, in the case where the Vestry shall not have previously defined the endowment as provided in this ARTICLE VII or
 - i.b. by identifying an existing endowment by name, in the case where the Vestry shall have already named the endowment by a previous Endowment Resolution;
- B.ii. state a sum of money or identify specific Financial Assets to be in the endowment so named;
- B.iii. provide for periodic release of some Financial Assets from the endowment, by
 - iii.a. specifying a length of time (such length the "Draw Period Length" of the endowment), which shall not be longer than one year and shall be the length of periods with respect to which such releases shall occur as provided in ARTICLE VII.E,
 - iii.b. either specifying a rate in percent per year to be used in the calculation prescribed in ARTICLE VII.E.vii.a. ("Annual Draw Rate" of the endowment) or stating that principal in the endowment shall be restricted and investment income in the endowment shall be released and
 - iii.c. specifying a date ("First Draw Date"), which shall be the first date when money shall be released from the endowment as provided in ARTICLE VII.E.ii;
- B.iv. specify a length of time to be used in calculating the averages prescribed in ARTICLE VII.E.vii.a. (such length of time the "Averaging Period Length" of the endowment); and
- B.v. if the Vestry chooses to prescribe a limitation on the use of Financial Assets released in accordance with ARTICLE VII.E., state the limitation (the "Restricted Purpose" of the endowment).

VII.C. Except as provided in this ARTICLE VII,

- C.i. Financial Assets in an endowment shall be exchanged only for other Financial Assets, and such other Financial Assets shall be in the endowment, and

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C.ii. any and all proceeds from any Financial Assets in an endowment shall be in the endowment.

VII.D. The Vestry shall have the power to engage persons to perform custodial services and/or to perform investment management services with respect to all or part of any endowment; provided that the corporation shall have no ownership interest in any such person and that the Vestry shall have determined, after usually and customarily diligent inquiry, that each such person may reasonably be expected to perform such services competently. Financial Assets may be released from the endowment to pay reasonable and customary fees to such persons for such services.

VII.E. An amount of money shall be released from each and every endowment from time to time (each amount of money so released from an endowment a "Draw" from the endowment), as follows:

E.i. "Draw Period" of an endowment shall mean any period of time

i.a. the beginning of which shall be (1) the end of the day on the First Draw Date of the endowment or (2) the end of the day on the last day of an immediately preceding Draw Period and

i.b. the length of which shall be the Draw Period Length of the endowment.

E.ii. There shall be a Draw from an endowment on or promptly after the First Draw Date of the endowment and on or promptly after the last day of each and every Draw Period of the endowment.

E.iii. The Vestry shall cause each Draw from an endowment to be segregated from other Financial Assets in the endowment and shall cause such segregation reasonably promptly after the later of (a) the end of the Draw Period and (b) the earliest time when can be ascertained the information necessary to calculate the amount of the Draw.

E.iv. Financial Assets in an endowment shall be sold as necessary to facilitate such segregation.

E.v. If there is no Restricted Purpose of an endowment, each Draw from the endowment shall be treated as unrestricted funds of the corporation and may be commingled with other unrestricted funds of the corporation.

E.vi. If there is a Restricted Purpose of the endowment, each Draw from the endowment shall be expended only in accordance with such Restricted Purpose and shall not be commingled with unrestricted funds of the corporation. A Draw subject to a Restricted Purpose may be commingled with other amounts subject to the same Restricted Purpose and, if an accounting shall be maintained showing at all times the part of such a Draw not yet expended in accordance with the Restricted Purpose to which the Draw is subject, then the Draw may be commingled with other restricted funds.

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E.vii. The Draw from an endowment with respect to a Draw Period shall be determined as follows:

vii.a. If the Endowment Resolution for the endowment shall have specified an Annual Draw Rate, then the Draw shall be equal to the product of multiplying the Periodic Draw Rate of the endowment by the Average Value of the endowment at the end of the Draw Period.

a.1. The Periodic Draw Rate of the endowment shall be the result of dividing the Annual Draw Rate of the endowment by the number of Draw Periods of the endowment in a year.

a.2. The number of Draw Periods of the endowment in a year shall be twelve (12) if the Draw Period of the endowment shall be one month, shall be four (4) if such Draw Period shall be three months or one quarter, shall be two (2) if such Draw Period shall be six months and shall be the result of dividing three hundred sixty five (365) days by the number of days in such Draw Period if the length of the Draw Period has been specified to be other than one month, three months, one quarter or six months. The number of Draw Periods of the endowment in a year may have a fractional part.

a.3. The Average Value of the endowment at any time shall be the average of the fair market values of the endowment as of the end of each month that ends in the Averaging Period of the endowment at the time.

a.4. The Averaging Period of the endowment at any time shall be the time period that ends at the time and of which the length is equal to the Averaging Period Length of the endowment.

vii.b. If the Endowment Resolution for an endowment shall have stated that principal in the endowment shall be restricted and investment income in the endowment shall be released, then the Draw shall be equal to the investment income earned during the Draw Period by virtue of owning the Financial Assets in the endowment.

VII.F. Some or all of the Financial Assets in an endowment shall be released from the endowment if

F.i. the Vestry shall have adopted a resolution to release such Financial Assets from the endowment ("Release Resolution") by the affirmative votes of more than four fifth of all Vestry Members, not only those present, and

F.ii. the members shall have adopted, at a Meeting of Members, a resolution confirming the Release Resolution.

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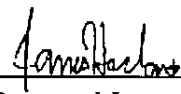
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ARTICLE VIII. BY-LAWS

The Vestry shall make the By-Laws of the corporation and may amend or repeal them.

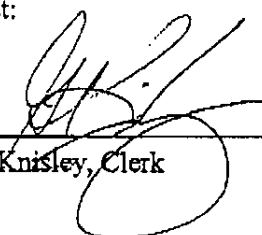
The foregoing Amended and Restated Corporate Charter of the Church of Bethesda-By-The-Sea, Inc., a Florida not-for-profit corporation, was approved and adopted by the members of the corporation at duly noticed meetings of the members on January 27, 2013 and January 26, 2014 in accordance with Chapter 617 of the Florida Statutes. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Rector of the Church of Bethesda-By-The-Sea, Inc., has executed this Amended and Restated Corporate Charter this 13th day of February, 2014.



Reverend James Harlan, Rector

Attest:



Gail Knisley, Clerk

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