



700992

The Episcopal Church of the Holy Cross

FILED
OCT-9 AM 11:47
TALLAHASSEE, FLORIDA

September 9, 1997

800002325698--7
-10/21/97--01053--016
*****35.00 *****35.00

Division of Incorporation
P. O. Box 6327
Tallahassee, FL 32314

Re: Restated Articles of Incorporation

Enclosed are originals of Restated Articles of Incorporation and By-Laws for the Episcopal Church of the Holy Cross. If there is a fee or other information is needed, please notify me at the above address.

Returned

I trust you will find the enclosed in order.

Sincerely,

Linda Fleetwood

Linda Fleetwood,
Parish Secretary

Enclosures: 18

*Linda Fleetwood gave authorization
to add director in Document.
10/16 '95*

Restated Articles

vs OCT 20 1997



COPY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1997

LINDA FLEETWOOD
THE EPISCOPAL CHURCH OF THE HOLY CROSS
750 93 AVENUE NORTH
ST. PETERSBURG, FL 33702-3000

SUBJECT: EPISCOPAL CHURCH OF THE HOLY CROSS, INC.
Ref. Number: 700992

We have received your document for EPISCOPAL CHURCH OF THE HOLY CROSS, INC.. However, the document has not been filed and is being returned for the following:

The fee to file your document is \$35.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please correct the date the articles of incorporation was filed with the secretary of state in your document (see print out).

Bylaws are not filed with this office. Please retain them for your records.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00046327

*Rec'd Oct. 9
Das*



The Episcopal Church of the Holy Cross

October 7, 1997

Ms. Velma Shepard
Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Ms. Shepard:

Re: Your Ref. Number - 700992

Enclosed you will find a copy of Restated Articles of Incorporation for filing with the state of Florida. The Articles have been changed as requested in your letter (a copy is attached) dated September 18, 1997.

Also enclosed is a check in the amount of \$35.00 for filing fee.

The approval of the Restated Articles of Incorporation has been changed as needed and is on page 6 of the document.

The date the Articles of Incorporation was filed with the Secretary of State has been changed, as you instructed, to January 24, 1972, and is on page one of the document.

Thank you for your assistance.

Sincerely,

Linda Fleetwood,
Parish Secretary

Enclosures: Restated Articles of Incorporation (8)
Checks (1)
Letter dated 9/18/97 (1)

RESTATED ARTICLES OF INCORPORATION
OF
EPISCOPAL CHURCH OF THE HOLY CROSS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
97 OCT -9 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned do hereby re-associate ourselves for the purposes of restating our articles of incorporation previously forming a corporation not-for-profit under the general laws of the State of Florida for the incorporation of religious societies, and to that end do hereby adopt and declare the following as the Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is the EPISCOPAL CHURCH OF THE HOLY CROSS, INC., formerly known as CHURCH OF THE CROSS, INC., having been filed with the Secretary of State of the State of Florida on the 24th day of January, 1972.

ARTICLE II

The general nature of the object of the corporation is the support of the public worship of Almighty God, according to the faith and discipline of the Episcopal Church and of the Episcopal Church in the Diocese of Southwest Florida. It acknowledges itself to be a member of and to belong to the said Church and the said Church in the Diocese of Southwest, Florida. As such it accedes to, recognizes and adopts the constitution, canons, doctrine, discipline and worship of the Episcopal Church and the constitution and canons of The Episcopal Church in the Diocese of Southwest Florida.

ARTICLE III

The members of the corporation shall all be such members of the congregation as may be qualified voters at parish elections for members of the Vestry under the canons of The Episcopal Church

regulating the subject in the Diocese of southwest Florida and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation.

No person who shall disclaim or refuse conformity with and obedience to the constitution, canons, doctrine or worship of The Episcopal Church or of The Episcopal Church in the Diocese of Southwest Florida shall be a member of this corporation or eligible for membership therein; nor shall any such person vote for members of the Vestry or be appointed or elected a member of the Vestry, or exercise any function in, be concerned with or connected with this corporation.

ARTICLE IV

The term for which the corporation is to exist shall be perpetual or until such time as said corporation shall have been dissolved by law.

ARTICLE V

The names and residences of the subscribers to these Restated Articles of Incorporation are:

The Rev. George P. Pierce
Priest-In-Charge
4633 Duhme Rd. #1D
Madeira Beach, FL 33708

Mrs. Patricia D. Newman
Vestry Senior Warden
2517 7th Street N.
St. Petersburg, FL 33704

Mr. Kenneth Conway
6425 1st Avenue N.
St. Petersburg, FL 33710

Mr. John H. Dalla Valle
10636 Gandy Blvd. #59
St. Petersburg, FL 33702

Mrs. Elizabeth Dieterle
13861 Tern Lane
Clearwater, FL 34622

Mrs. Catherine Gibson
6631 18 Street North
St. Petersburg, FL 33702

Mrs. Christine O'Brien
1000 79th Avenue N.
St. Petersburg, FL, 33702

Mr. Fletcher Warner
710 Atwood Avenue N.
St. Petersburg, FL 33702

ARTICLE VI

The officers by whom all the affairs of the corporation are to be managed shall be the Priest-In-Charge and a body of laity composed of no fewer than 5 members who shall be communicants of this corporation at least eighteen (18) years of age, and qualified voters thereof. The Priest-In-Charge shall be the Rector, and the body of laity shall be called the Vestry.

The Rector shall be elected by the Vestry subject to the approval of the Bishop of the Diocese of Southwest Florida. The Rector shall continue in office until a vacancy shall be created by resignation or death or removal, according to the canons aforesaid, and shall, when present, preside with the right to vote at all Parish meetings and at all Vestry meetings, except when the Bishop by the said canons shall have the right to preside at a Vestry meeting. The other duties and privileges of the Rector are those prescribed by the said canons.

The members of the Vestry shall be chosen by ballot at the annual meeting of the members of the corporation which shall be held on January 31st or within 90 days prior thereto in each calendar year, and in such elections a majority of votes of those members entitled to vote and present at such meeting shall be necessary to decide the choice. The Vestry shall have power to fill all vacancies which may occur in its body during the year until the next annual meeting. Of the persons chosen as members of the Vestry, one shall annually be appointed Senior Warden by the Rector and one shall annually be elected by the Vestry as Junior Warden. The Vestry shall also elect annually a Secretary and a Treasurer who need not but may be members of the Vestry. The offices of Secretary and Treasurer may be held by the same person. The term of office of members of the Vestry may be more than one year; provided, however, that the term of office of one or more members of the Vestry shall expire each year.

Meetings of the Vestry shall be held annually on January 31 or within 90 days prior thereto of each year to receive the reports of officers and committees, to pass on the same, and to turn over the affairs of the corporation to the newly appointed or elected Vestry. Other meetings may be provided for at regular times or be called by the Rector, or in his absence by the Senior Warden, or at the request of two members of the Vestry and the Bishop of the Diocese may at his

discretion call a meeting of the Vestry and preside at such meeting. The other privileges and duties of the Vestry, the Wardens, the Secretary, and the Treasurer, shall be such as provided in the canons of The Episcopal Church and in the Diocese of Southwest Florida.

ARTICLE VII

The names of the officers who are to manage all the affairs of the corporation, until first election under these Restated Articles of Incorporation, are:

Priest-In-Charge	George P. Pierce
Senior Warden/ <i>Director</i>	Patricia D. Newman
Junior Warden/ <i>Director</i>	W. Fletcher Warner
Treasurer/ <i>Director</i>	Susan F. Regan
Secretary/ <i>Director</i>	Barbara A. Warner

ARTICLE VIII

The By-Laws of the corporation (which must not be inconsistent with the canons aforesaid nor with the Articles of Incorporation) are to be made, altered or rescinded by the Vestry.

ARTICLE IX

In the event an encumbrance or alienation of real property owned by the Corporation which is not designed or used for regular services or worship shall require the consent of a majority of the whole vestry at any regular or special meeting for such purposes and the consent of the Diocesan Council. No real property held by the Corporation and designed or used for regular services or worship, whether having been consecrated or not, shall be sold, encumbered or otherwise alienated without the consent of a majority of the whole Vestry at any regular or special meeting held for such purposes nor without the consent of the Bishop acting with the advice and consent of the standing committee of the Diocese and the consent of the Diocesan Council. All conveyances

and other instruments in the name of the corporation shall be signed in the corporate name by the Priest-In-Charge, if there be one, and by the Wardens under the common seal of the corporation, the signatures of the Wardens being sufficient if there be no Priest-In-Charge.

ARTICLE X

In the case of the dissolution of the corporation, all of its property on the winding up of its affairs shall vest in the corporation known as The Diocese of Southwest Florida, Incorporated, in trust to hold and convey the same to and for some existing or future congregation, in the said city of St. Petersburg, Florida, or for members of The Episcopal Church in the Diocese of Southwest Florida, and to and for no other purposes.

ARTICLE XI

These Articles of Incorporation may be amended at a meeting of the members of the corporation, duly called and convened for such purpose, and if approved by a majority of the members present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Council of the Diocese, and if it be approved by them, it shall be and form part of said Articles of Incorporation upon the consequent confirmation thereof by the Secretary of State of the State of Florida.

ARTICLE XII
RESTATEMENT

The Restatement of the Articles of Incorporation of Episcopal Church of the Holy Cross, Inc. and Amendments contained therein were duly adopted by the Vestry, acting as the directors of said corporation and approved by a majority, and a majority being sufficient for approval, of the members present and entitled to vote at a special meeting of the members of the corporation duly called and convened for the purposes of approving these Restated Articles of Incorporation on the Twenty-seventh day of July, 1997. The Restated Articles of Incorporation and Amendments contained herein were thereafter submitted to The Right Reverend Rogers S. Harris, Bishop of the Diocese of Southwest Florida and to the Diocesan Council of the Diocese of Southwest Florida and was thereafter approved by them. There exists no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Restated Articles of Incorporation other than the inclusion of Amendments duly adopted by a meeting called for such purposes as above stated and the omission of matters of historical interest.

Witness our hands the 5th day of Oct, in the year of our Lord One Thousand Nine Hundred and Ninety-Seven.

EPISCOPAL CHURCH OF THE HOLY CROSS, INC.

By: George P. Pierce
George P. Pierce, Priest-In-Charge

By: Patricia D. Newman
Patricia D. Newman, Sr. Warden

By: W. Fletcher Warner, Jr.
W. Fletcher Warner, Jr. Warden

Barbara Ann Warner
Barbara Ann Warner, Secretary

(Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS:

BE IT REMEMBERED THAT on this 5th day of October,
A. D. 1997 before me the undersigned authority, personally
appeared GEORGE P. PIERCE, to me well known as one of the individuals
described in and who executed the foregoing Articles of Incorporation,
and acknowledged the same as and for his own act and as the act of the
other subscribers.

Witness my hand and official seal the day and year aforesaid.

(Seal)



LINDA T. SORDAN
My Comm Exp. 7/10/99
Bonded By Service Ins
No. CC479066
 Personally Known Other I.D.

Linda T. Jordan
Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF Pinellas:

George P. Pierce being duly sworn according to law, says that
he is one of the subscribers to the foregoing Articles of Incorporation
and that it is intended in good faith to carry out the purposes and
objects set forth therein.

Sworn to and subscribed before me, the undersigned authority,
this 21st day of August A.D. 1997.

(Seal)



Sandra M. Poling
MY COMMISSION # CC507842 EXPIRES
November 5, 1999
BONDED THRU TROY FAIN INSURANCE, INC

Sandra M. Poling
Notary Public, State of Florida
My commissions expires:

Approved by the Right Reverend Rogers S. Harris, as Bishop of the
Diocese of Southwest Florida and as President of the Diocesan Council
this 21st day of August 19 97.

By: + Rogers S. Harris
Bishop of the Diocese of Southwest Florida,
President of the Diocesan Council