



St. Benedict's Church

EPISCOPAL

701321

7801 N.W. 5th STREET
PLANTATION, FLORIDA 33324

PHONE (954) 473-6578

Rev. Robert J. Deshaies, Rector

December 22, 1997

Secretary of State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32301

100002383461--6
-12/26/97--01077--006
*****87.50 *****87.50

Dear Sir:

Enclosed please find the original and a copy of our Amended
Articles of Incorporation as well as a check for \$87.50
representing a \$35.00 filing fee and \$52.50 for a certified copy of
these Articles for our records.
Thank you for your consideration in this matter.

Sincerely yours,

Robert J. Deshaies

Robert J. Deshaies

Rector

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

701321

Amend

998

* Cert Copy

12-24-97

AMENDED
ARTICLES OF INCORPORATION
OF
SAINT BENEDICT'S EPISCOPAL CHURCH, INC.

The members of the congregation of Saint Benedict's Episcopal Church, having heretofore associated together and formed a corporation, not for profit, under the general laws of the State of Florida for the incorporation of religious societies, and in furtherance of that end do hereby adopt and declare the following as the Amended Articles of Incorporation of said corporation:

ARTICLE I

The name of the corporation is SAINT BENEDICT'S EPISCOPAL CHURCH, INC. and it is located at Plantation, Broward County, Florida.

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 Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church, and of the Episcopal Church in the Diocese of Southeast Florida. It acknowledges itself to be a member of and to belong to the said Church in the United States of America and to the said Church on the Diocese of Southeast Florida. As such, it accedes to, recognizes and adopts the constitution, canons, doctrines, discipline, and worship of the Episcopal Church in the United States of America, and the constitution and canons of the Episcopal Church in the Diocese of Southeast Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLE III

The members of the corporation shall all be such members of the congregation as may be qualified voters at parish elections for the Vestry under the canons of the Episcopal Church regulating the subject in the Diocese of Southeast 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 and worship of the Episcopal Church in the United States of America or of the Episcopal Church in the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein; nor shall any such person vote for the Vestry or be appointed or elected a member of the Vestry, or exercise any function in, concerned 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 officers by whom all the affairs of the corporation are to be managed shall be a Rector and a body of lay persons, the Vestry, composed of no fewer than twelve members who shall be communicants of this corporation and qualified voters thereof pursuant to the aforesaid canons.

The Rector shall be elected by the Vestry, subject to the approval of the Bishop of the Diocese of Southeast 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 within 60 days prior to January 31 in each calendar year, and in such elections a majority of votes shall be necessary to decide the choice. The term of office of members of the Vestry may be more than one year, provided, however, that the term of office of four members of the Vestry shall expire each year. 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 Clerk and a Treasurer who need not, but may be, members of the Vestry. The offices of Clerk and Treasurer may be held by the same person.

Meetings of the Vestry shall be held annually within 60 days prior to January 31 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 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 Vestrymen; 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 Clerk, and the Treasurer, shall be as such as provided in the canons of the said Church in the United States of America and in the Diocese of Southeast Florida.

ARTICLE VI

The officers who are to manage all the affairs of the corporation, under these Amended Articles of Incorporation, are:

The Rector

The Senior Warden, who shall be a member of the Vestry

The Junior Warden, who shall be a member of the Vestry

The other members of the Vestry

The Clerk

The Treasurer

ARTICLE VII

The By-laws of the corporation (which shall not be inconsistent with the canons aforesaid or these Amended Articles of Incorporation), are to be made, altered or rescinded by the Vestry.

ARTICLE VIII

No grant shall be made nor shall any change be imposed upon any consecrated church or chapel, or any church or chapel which had been used solely for divine service belonging to the corporation except by the consent of a majority of the Vestry at any regular or special meeting, nor without the consent of the Bishop acting with the advice and consent of the Standing Committee of

the Diocese. No real property held by the corporation shall be encumbered or sold except with the approval of a majority of the Vestry at any regular or special meeting and with the consent of the Trustees of the Diocese of Southeast Florida. All conveyances and other instruments in the name of the corporation shall be signed in the corporate name by the Rector, 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 Rector.

ARTICLE IX

The Vestry is hereby authorized to establish a fund to be known as the St. Benedict's Endowment Fund. All undesignated bequests and testamentary devises received by the corporation are to be deemed as contributions to the Endowment Fund.

The Endowment Fund is to be used for the benefit of the Parish and Parish outreach programs. Should the Parish corporation be dissolved, the Endowment shall be held by the Diocese of Southeast Florida until such time as the Parish be reformed and the Ecclesiastical Authority designate the new Mission or Parish to be a continuation of this corporation.

There shall be no distribution of income from the fund until the accumulated principal and interest reaches the sum of one hundred thousand dollars (\$100,000.00). Thereafter, as long as the accrued principal and interest remains in excess of one hundred thousand dollars (\$100,000.00), distribution of income may be made annually, no later than December 31 of each calendar year, if two-thirds (2/3) of the Vestry votes for such distribution or votes that the income or

some part of it be retained in the fund and added to principal. If the Vestry votes to distribute the income or some part of it, no more than fifty percent (50%) of such distribution may be used or allocated for major maintenance, capital improvement, or debt service. The remainder of such such distribution shall be used for expenses outside of the normal operations of the Parish, with particular concern for outreach, both local and that promoted by the Anglican Communion Worldwide.

Notwithstanding anything to the contrary herein, amendments changing the terms of this Article of these Amended Articles shall require the approval of three fourths (3/4) of the Vestry and three fourths (3/4) of members of the corporation present and voting at a meeting of the members of the corporation called for such purpose.

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 Trustees of the Diocese of Southeast Florida, in trust, to hold and convey the same to and for some existing or future congregation, in the said City of Plantation, Florida, or for members of the Episcopal Church in the Diocese of Southeast Florida and to and for no other purpose.

ARTICLE XI

These Amended Articles of Incorporation may be further amended at any 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 Standing Committee of the Diocese, and if it be approved by them, it shall be and form part of the Amended Articles of Incorporation upon the consequent confirmation thereof by the Secretary of State of the State of Florida.

WITNESS this 26 day of January, 1997, that the foregoing Amended Articles of Incorporation were duly amended according to the Articles of the corporation, filed on June 20, 1973, in that a meeting of the membership of the corporation was duly called and held on January 26, 1997 and the subject Amended Articles were adopted by a majority vote of the members of the corporation present and voting, which number of votes was sufficient for approval.

SAINT BENEDICT'S EPISCOPAL CHURCH, INC.

WITNESSES:

Patricia A. Hindsley
Clerk

Robert J. Deshaies
Signature of Rector

Tom B. [Signature]
Senior Warden

[Signature]

The foregoing amended Articles of Incorporation of St. Benedict's
Church are hereby approved:

Dated: September 23, 1997

+ Calvin O. Schofield, Jr.
The Right Reverend Calvin O.
Schofield, Jr., Bishop of the
Diocese of Southeast Florida

Dated: September 23, 1997

THE EXECUTIVE BOARD OF THE
DIOCESE OF SOUTHEAST FLORIDA

by: + Calvin O. Schofield, Jr.
The Right Reverend Calvin O.
Schofield, Jr., Chairman

Dated: October 29, 1997

THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA

by: Ralph Swann
_____, President