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BASIC AMENDMENT

ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
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Amendment

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TALLAHASSEE, FLORIDA

**1999 CERTIFICATE OF AMENDMENT TO THE
CHARTER OF
ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes (1997), ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC., a Florida corporation not for profit, formerly known as The Rector, Wardens and Vestrymen of St. Mary's Church in Stuart, a Florida Religious corporation not for profit, and originally known as St. Mary's Episcopal Mission, by Thomas Tracy Pittenger, II its Rector, and James B. Downing, Jr., its Senior Warden, hereby certifies:

The lay members of said corporation, at a meeting duly called as provided in by the bylaws and charter of the corporation, as amended, adopted the following Resolution:

**1999 AMENDMENT TO CHARTER
OF ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC.**

WHEREAS, the charter of St. Mary's Episcopal Mission dated November 2, 1949 (the "Original Charter") was recorded in Corporation Book 1, page 342 Martin County records;

AND WHEREAS, a certificate as to the Change of Name of St. Mary's Episcopal Mission to the Rector, Wardens and Vestrymen of St. Mary's Church in Stuart with other amendments dated November 1, 1953 (the "1953 Amendment") was recorded in Corporation Book 2, Page 129, Martin County records;

AND WHEREAS, a Certificate as to the Amendment to the Charter of The Rector, Wardens and Vestrymen of St. Mary's Church in Stuart, dated January 23, 1962 (the "1962 Amendment") was duly filed with the Secretary of State of Florida on February 12, 1962 together with certified copies of the Original Charter and the 1953 Amendment pursuant to §617.02, Fla. Stat. (1961);

AND WHEREAS, a Certificate as to the Amendment to the Charter of the Rector, Wardens and Vestrymen of St. Mary's Church in Stuart dated February 7, 1971 was filed with the Secretary of State of Florida on or about July 12, 1971;

AND WHEREAS, by those Articles of Amendment dated April 22, 1997 to the charter of The Rector, Wardens and Vestrymen of St. Mary's Church in Stuart and filed with the Secretary of State of Florida on June 16, 1997 the corporation changed its name to ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC.;

AND WHEREAS, the April 22, 1997 Articles of Amendment make reference to the

Prepared by:
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Fla. Bar No.: 114308
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charter of the Corporation filed in 1962 with the Secretary of State of Florida, erroneously and incorrectly implying that the corporation was formed in 1962, when in fact it was formed in 1949 and certified copies of the Original Charter of 1949 and the 1953 Amendment were filed with the Secretary of State together with the 1962 Amendment;

AND WHEREAS, the charter of the corporation, as amended, still contains the following paragraphs from the Original Charter and the 1953 Amendment:

- 9. The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than two-thirds of the value of the property of the corporation.
- 10. The amount in value of the real estate which the corporation may hold shall be two hundred thousand dollars.

AND WHEREAS, paragraphs 9 and 10 above are deemed by the members of the corporation to be no longer reasonable in light of the growth of the members of the corporation and the desire of the members to expand the corporation's lands and buildings;

NOW, THEREFORE, BE IT RESOLVED by a majority of the lay members of ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC., a non-profit Florida Corporation, that:

- 1. The above recitations are true and are hereby incorporated into this resolution;
- 2. Paragraphs 9 and 10 of the Original Charter of the corporation and the 1953 Amendment to the Charter are hereby amended to read as follows:

- 9. The corporation may, without limitation, borrow and incur indebtedness and liability and give notes, mortgages, and other security for and evidence of such indebtedness and liability under terms and conditions as may be approved its vestry, subject to such approval as may be required by the Bishop, the Standing Committee, and the Executive Board of the Diocese of Southeast Florida.
- 10. The corporation may, without limitation, acquire, purchase, own, hold, use, and transfer real, tangible, intangible or other property under terms and conditions as may be approved by its vestry, subject to such approval as may be required by the Bishop, the Standing Committee, and the Executive Board of the Diocese of Southeast Florida.

3. The Rector and any one of the officers of this corporation be and they hereby are expressly authorized to execute on behalf of this corporation any certificate and other papers necessary to carry out the full intent and meaning of this Resolution according to law, and to do and perform any and all required acts incident thereto.

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4. This amendment is subject to the approval of the Bishop, the Standing Committee, and the Executive Board of the Diocese of Southeast Florida, and shall take effect upon subsequent approval thereof by them and the filing of this amendment with the Secretary of State of Florida in accordance with applicable law.

This amendment was duly approved by a majority of the lay members of the corporation at a special meeting of the lay members called for this purpose held on the 18 day of April, 1999, a quorum was present, and the number of votes cast was sufficient for approval. And said corporation by its said officers, further certifies, that the foregoing meeting of lay members of the corporation at which the foregoing Resolution was adopted, was duly called and conducted pursuant to Statute, the corporation's bylaws, charter, as amended, and in accordance with the Canons of the Diocese of Southeast Florida.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name, sealed by its Rector, its corporate seal affixed and attested by its Senior Warden, on this 18 day of April, 1999.

ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC.

By: [Signature]
Thomas Tracy Pittenger, II, its Rector

(Corporate Seal)

Attest:

[Signature]
James B. Downing, Jr., Senior Warden

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 18th day of April, 1999, by Thomas Tracy Pittenger, II as Rector, and James B. Downing, Jr., as Senior Warden of ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC. a Florida non-profit corporation, on behalf of the corporation, (PLEASE CHECK ONE OF THE FOLLOWING) who are personally known to me or who have produced (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) did or did not take an oath. They did freely and

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voluntarily acknowledge before me according to law that they made the same for the uses and purposes therein mentioned and set forth.

James L.S. Bowdish
(Print Name)
NOTARY PUBLIC
My Commission Expires:

(SEAL)



James L.S. Bowdish -
MY COMMISSION # CC758483 EXPIRES
April 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

THIS IS TO CERTIFY that I, as Bishop of the Diocese of Southeast Florida, DO HEREBY APPROVE the 1999 AMENDMENT TO CHARTER OF ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC., adopted by Resolution of the lay members of said corporation at a meeting thereof, duly called and held, and fully set forth in the foregoing Certificate of the said Corporation.

Approved this 27th day of April, 1999.

Calvin O. Schofield, Jr.
The Rt. Rev. Calvin O. Schofield, Jr.,
as Bishop of the Diocese of Southeast Florida

THIS IS TO CERTIFY that at meetings of the Standing Committee and Executive Board of the Diocese of Southeast Florida, duly called and held, both committees approved the 1999 AMENDMENT TO CHARTER OF ST. MARY'S EPISCOPAL CHURCH IN STUART, FLORIDA, INC. as fully set forth in the foregoing Certificate of the said Corporation.

Dated this 27th day of April, 1999

THE EXECUTIVE BOARD OF THE DIOCESE OF SOUTHEAST FLORIDA

By: Calvin O. Schofield, Jr.
The Rt. Rev. Calvin O. Schofield, Jr., Chairman

Dated this 27th day of April, 1999

THE STANDING COMMITTEE OF THE DIOCESE OF SOUTHEAST FLORIDA

By: Celeste O. Cox
The Rev. Celeste Cox, President