

709294

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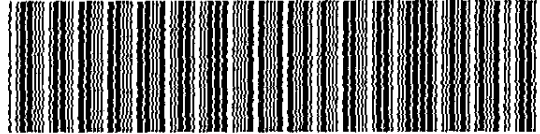
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ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.
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July 16, 2003

E-MAIL ADDRESS

Division of Corporations
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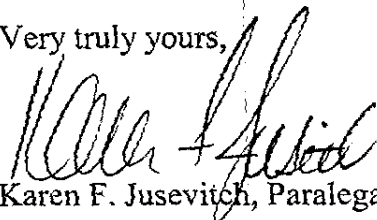
To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

THE FIRST PRESBYTERIAN CHURCH OF ORLANDO, INC.
Document Number: 709294

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Karen F. Jusevitch, Paralegal

Kfj/hs
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FIRST PRESBYTERIAN CHURCH OF ORLANDO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Peter Fox, President of FIRST PRESBYTERIAN CHURCH OF ORLANDO, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is FIRST PRESBYTERIAN CHURCH OF ORLANDO, INC.

ARTICLE SECOND: The amendment to the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND hereof was duly adopted by the Members and Board of Trustees of the Corporation at a meeting held on March 26, 2003, in accordance with Sections 617.0701 and 617.0820 of the Florida Not For Profit Corporation Act.

ARTICLE THIRD: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: The amendment to the Articles of Incorporation of the Corporation effected by these Amended and Restated Articles of Incorporation is that the current Articles of Incorporation are amended and restated in their entirety to provide as follows:

ARTICLES OF INCORPORATION

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be First Presbyterian Church of Orlando, Inc.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

Religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding Section of any future United States Internal Revenue law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

In particular, the Corporation, or its Board of Trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the Corporation; to accept and execute deeds of title to such property, to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the Corporation, all

subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.), provided further that in buying, selling, and mortgaging real property, the Board of Trustees shall act only after the approval of the Members granted in a duly constituted meeting.

ARTICLE IV - MEMBERS

Members of the Corporation shall consist of:

(a) All individuals listed as active on the current membership roll of the First Presbyterian Church of Orlando.

(b) To become a Member of the Corporation, an individual shall be received into the membership of the First Presbyterian Church of Orlando by its Session. The Session, consisting of the Pastor or Co-Pastors, the Associate Pastors, and the Elders in active service, is responsible for mission and government of a particular church. Its responsibilities and powers are defined in the Constitution of the Presbyterian Church (U.S.A.), Part II, Book of Order, G-10.0000. An individual shall cease to be a member of First Presbyterian Church of Orlando when he is no longer listed as active on the current membership roll of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees consisting of not less than ten (10) persons who shall be the elders in active service. The number of Trustees and the election thereof shall be fixed in the By-Laws of this Corporation.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority vote of the Board of Trustees at the annual meeting of the Board of Trustees. Officers may be re-elected to serve two (2) subsequent terms. In the event of a vacancy on the Board of Trustees, that vacancy shall be filled pursuant to the provisions set forth in the Bylaws of the Corporation. In the event of a vacancy in any office for any reason, the Board of Trustees shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Peter Fox	President
Paul Kuck	Vice President
Robert Bullock	Secretary
Donald Brown	Treasurer

ARTICLE VIII - BOARD OF TRUSTEES

The number of persons constituting the Board of Trustees shall be thirty-six (36), and the names and addresses of the persons who are to serve as trustees until the next election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Amos, Joe	1369 Waterwitch Cove Circle Orlando, FL 32806
Anderton, Scott	1249 Norwood Place Orlando, FL 32804-6725
Ball, Robby	2628 Ardsley Dr. Orlando, FL 32804
Brown, Don	935 Alameda St. Orlando, FL 32804
Bullock, Rob	1334 Belgrade Ave. Orlando, FL 32803
Burden, Randy	1611 S. Summerlin Ave. Orlando, FL 32806
Burkett, Kevin	1702 S. Mills Ave. Orlando, FL 32806
Cahill, Steve	2667 Lake Shore Drive Orlando, FL 32803
Carpenter, Darrell	825 Seville Place Orlando, FL 32804-7226
Carter, Pati	541 Virginia Dr. Winter Park, FL 32789-5850
Clayton, Craig	3200 Lake Shore Dr. Orlando, FL 32803-1123
Clayton, Ken	2800 Lake Shore Dr. Orlando, FL 32803-1320
Collier, Mary	1304 Spring Lake Dr. Orlando, FL 32804
Conant, Rick	3493 Emerywood Lane Orlando, FL 32812-7570

Costner, Deana	4137 Summerwood Ave. Orlando, FL 32812
Cox, Reid	2340 Forest Club Dr. Orlando, FL 32804-8029
Fox, Peter	950 Lancaster Drive Orlando, FL 32806
Greenwood, Scott	1427 Buckwood Dr. Orlando, FL 32806-7037
Hall, Fred	1320 Poinsettia Ave. Orlando, FL 32804
Hammond, Denise	1911 Lakeside Drive Orlando, FL 32803
Johnson, Mary	750 Alba Dr. Orlando, FL 32804
Jones, Chris	1027 Atkins Place Orlando, FL 32804
Kuck, Paul	3034 Hoffner Ave. Orlando, FL 32812-1062
Long, Lynne	802 Brookside Road Maitland, FL 32751
Magee, Jerry	1145 Reading Dr. Orlando, FL 32804-6733
Morgan, Dianna	8284 Tibet Butler Dr. Windermere, FL 34786-5615
Perny, Elliott	940 Versailles Circle Maitland, FL 32751
Rife, Jr., John	724 Via Bella Winter Park, FL 32789
Robbinson, Jr., Bill	3304 N. Westmoreland Dr. Orlando, FL 32804

Sefcik, Jr., Joe	2420 Norfolk Road Orlando, FL 32803-1341
Speer, John	708 Albertson Place Orlando, FL 32806-7021
Stowers, Chris	2720 Dellwood Dr. Orlando, FL 32806-1608
Wells, Ernest	610 S. Ohio Ave. Orlando, FL 32805-3061
Wolgemuth, Robert	8600 Crestgate Circle Orlando, FL 32819-3855
Woodson, Duke	705 Terrace Blvd. Orlando, FL 32803-3218

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Trustees, and thereafter may be altered or rescinded by a majority vote of the Board of Trustees in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Provided, however, no amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption under Section 501 of the Internal Revenue Code or its successors.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder and in conformity with the Constitution of the Presbyterian Church (U.S.A.). No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, FL 32801

The name of the registered agent of this Corporation shall be:

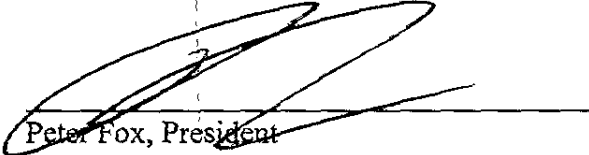
Frederick W. Leonhardt

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be:

106 E. Church Street
Orlando, FL 32801

IN WITNESS WHEREOF, I have set my hand and seal this 26 day of March, 2003.


Peter Fox, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of FIRST PRESBYTERIAN CHURCH OF ORLANDO, INC., I hereby accept and agree to act in this capacity.

Dated this 26th day of March, 2003.


Frederick W. Leonhardt

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