

713025

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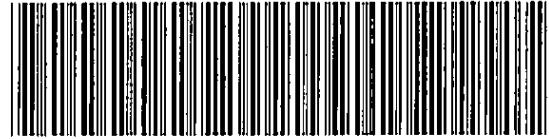
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JULIA A. BROWN

Amended & Restated

SEP 21 2023

D CUSHING

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

All Souls' Episcopal Church Foundation, INC.

SUBJECT: _____
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☒ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

Linda Borst Kolko
FROM: _____
Name (Printed or typed)
4025 Pine Tree Drive

Address
Miami Beach, FL 33140

City, State & Zip
305-520-5410

Daytime Telephone number
parishoffice@allsoulsmb.org

E-mail address: (to be used for future annual report notification)

2022 AUG 28 PM 2:39

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NOTE: Please provide the original and one copy of the document.



ALL SOULS'
EPISCOPAL / ANGLICAN CHURCH,
MIAMI BEACH

ALL SOULS EPISCOPAL CHURCH FOUNDATION INC.

August 23, 2023

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: All Souls Episcopal Church Foundation, Inc.
Ref. Number: 713025

To whom it may concern:

Attached is a copy of the letter you sent us on July 22, 2023 regarding our filing this year. In addition, attached is a copy of our Articles of Incorporation, as requested in your attached letter.

Please contact me if you have any questions or need additional information. Thanks.

Regards.

Linda Borst Kolko
Secretary of the Board
All Souls Episcopal Church Foundation, Inc.
Direct line: 301-785-1342
Email: 1271kolko@gmail.com





FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2023

LINDA BORST KOLKO
4025 PINE TREE DRIVE
MIAMI BEACH, FL 33140

SUBJECT: ALL SOULS' EPISCOPAL CHURCH FOUNDATION, INC.
Ref. Number: 713025

We have received your document for ALL SOULS' EPISCOPAL CHURCH FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

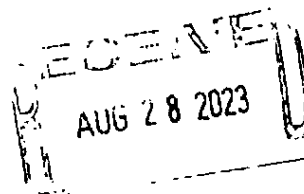
You cannot submit our form for Restated Articles and your drawn up of the Restated Articles. Please submit one or the other and make sure which ever document you return meets all requirements of the law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 623A00016426



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALL SOULS EPISCOPAL CHURCH
FOUNDATION, INC.**

ARTICLE I.

NAME

The name of the corporation shall be:

ALL SOULS EPISCOPAL CHURCH FOUNDATION, INC.

ARTICLE II.

PRINCIPAL OFFICE OF CORPORATION

The principal street address and mailing address of this corporation is:

4025 PINE TREE DR
MIAMI BEACH, FL 33140-3601

ARTICLE III.

REGISTERED AGENT AND OFFICE

The registered agent and address of this corporation is as follows:

Secretary

All Souls Episcopal Church Foundation, Inc.

4025 PINE TREE DR
MIAMI BEACH, FL 33140-3601

ARTICLE IV.

OBJECT

The object of the corporation shall be: To address the financial needs of All Souls Episcopal Church of Miami Beach, Inc., a Florida not-for-profit corporation (the "Parish"), as identified and requested by the All Souls Episcopal Church Vestry (the "Vestry"); in order that: (i) All Souls Episcopal Church will continue to be in existence in the years to come; (ii) the spiritual needs of Christians who live in the area and are part of the Parish will be met; (iii) the religious, charitable, educational, and cultural activities within the Parish community can be properly supported; and (iv) the Parish may offer a church away from home for our visitors.

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2023 AUG 28 PM 2:39
CLERK OF DISTRICT COURT
MIAMI BEACH, FL

ARTICLE V.

BOARD OF DIRECTORS

This corporation shall have a Board of Directors consisting of a minimum of seven (7) voting directors. All corporate powers shall be exercised by or under the authority of the Board of Directors.

The said members of the Board of Directors shall be elected in the same manner as All Souls Episcopal Church elects its Vestry members.

ARTICLE VI.

TERM

This corporation shall exist in perpetuity.

ARTICLE VII.

OFFICERS

From the Board of Directors, there shall be elected the following officers:

CHAIR

VICE CHAIR

SECRETARY

TREASURER

Such officers to be selected in the manner provided for in the By-Laws of the corporation.

All legal instruments of the corporation shall be signed by said Chair and Secretary, or such other officer as may be authorized by the Board of Directors for such purpose. The Board of Directors shall make reports of their receipts, disbursements, and balances in the affairs of the corporation to the All Souls Episcopal Church at least once annually, and when so requested shall also make such reports to the monthly meetings of All Souls Episcopal Church Vestry.

ARTICLE VIII.

BY-LAWS

The Board of Directors, in consultation with the Vestry, shall develop By-Laws consistent with the Articles which shall be presented to the voting members of the Parish, and which may be approved or rejected by a majority vote of the voting members so long as a quorum is present.

ARTICLE IX.

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be approved in the manner provided by law, by the Board of Directors, in consultation with the Vestry, and propounded by the Board to the membership of the voting members of the Parish, and approved at any meeting of a two-thirds (2/3) vote of the membership present at a meeting at which a quorum is present, provided a written notice of not less than thirty (30) days shall have been given to the members, setting forth the proposed amendment or amendments to the Articles of Incorporation.

ARTICLE X.

MEETINGS OF DIRECTORS

The annual meeting of the Board shall be held within thirty (30) days of the annual election of its members at the Annual Meeting of the Parish. Regular and/or special meetings of the Board of Directors may be called and held in accordance with the By-Laws of the corporation.

ARTICLE XI

NON-PROFIT STATUS

The Corporation shall at all times be designated a 501(c)(3) tax-exempt, charitable organization. The net earnings of the corporation shall not inure to the benefit of any private party or individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation.

ARTICLE XII.

DISSOLUTION

In the event of dissolution, the assets of this corporation, after the payment of all obligations, shall be transferred to All Souls Episcopal Church to establish an endowment under the terms set forth in the By-Laws. No part of the net earnings or assets of the corporation at the time of dissolution shall inure to the benefit of any private party or individual.

* * *

These Amended and Restated Articles of Incorporation were duly adopted pursuant Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act by the Board of Directors of

the Corporation on February 20, 2023. The number of votes cast in favor of these Amended and Restated Articles of Incorporation voting together as a class, was sufficient for the approval by such holders.

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be executed by its Chair and Secretary and by the Vestry of All Souls Episcopal Church on February 21, 2023.

ALL SOULS EPISCOPAL CHURCH FOUNDATION, INC.

By: Charles L. Grizzle
Charles L. Grizzle, Chair

By: Linda B. Kolko
Linda Borst Kolko, Secretary

ALL SOULS EPISCOPAL CHURCH OF MIAMI BEACH

By: T. E. Castellanos
Tomas E. Castellanos, Senior Warden

By: James A. Heisler, Jr.
James Heisler, Secretary