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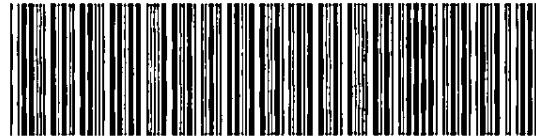
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*Amended &
Restated
Articles*

03/04/21--01003--003 **43.75

FILED
2021 MAY -4 10:10:51

MAY 13 2021
A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Holy Trinity Episcopal Foundation, Inc.

DOCUMENT NUMBER: 714743

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James D. Salter

(Name of Contact Person)

Salter Feiber, P.A.

(Firm/ Company)

3940 NW 16th Boulevard, Bldg B

(Address)

Gainesville, FL 32605

(City/ State and Zip Code)

james@salterlaw.net

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

For further information concerning this matter, please call:

James D. Salter

(Name of Contact Person)

at 352-376-8201
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

**HOLY TRINITY EPISCOPAL FOUNDATION, INC.,
(A Corporation Not for Profit)**

FILED
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Article I. Name

The name of this corporation is HOLY TRINITY EPISCOPAL FOUNDATION, INC., (the "Foundation").

Article II. Purpose

The general nature of the objects and purposes of the Foundation shall be:

(a) To serve any benevolent, charitable, educational, or missionary undertaking, institution or agency, fostered, by, or having the official sanction of the Vestry of Holy Trinity Parish, Gainesville, Florida, (the "Parish"), The Episcopal Church in the Diocese of Florida, Inc., (the "Diocese") or of the Episcopal Church in the United States, ("ECUSA"), formerly the Protestant Episcopal Church of America, such purposes to be executed simultaneously in the furtherance and development of benevolent, charitable, educational and missionary activities of the Parish, the Diocese, or ECUSA.

(b) The Foundation is specifically authorized to receive and accept any gift, devise, bequest and/or any other donation or addition hereto which may at any time be offered to it in any form and under any terms, conditions and stipulations as may be in conformity with the objectives and purposes of the Foundation and acceptable to the Board of Trustees. Any such gift, bequest, devise and/or donation or addition hereto received by the Foundation shall become a part of the Foundation and subject to management, control and disbursement or distribution in conformance with the objectives and purposes of the Foundation and not otherwise.

Article III. Membership

The Foundation shall have no members.

Article IV. Powers

For the purpose of managing and administering the Foundation, the Foundation may exercise all powers necessary to carry out the objectives and purposes of the Foundation as permitted by the laws of Florida and Internal Revenue Code Section 501 (c) (3) for exempt corporations. The Foundation shall have any and may exercise the following powers, namely:

(a) To receive, take, collect, hold, manage and control corporate property and any additions thereto, and the proceeds thereof and therefrom, and the issues, rents, royalties, dividends, profits, income and in-

crease therefrom; to borrow money if any whenever necessary or desirable; to assign, transfer, lease, rent, exchange, encumber, pledge, mortgage, sell and convey the property of the Foundation or any part hereof; to make, execute, acknowledge and deliver all deeds, instruments of transfer or other instruments and to do and perform any and all other acts and things necessary or proper to carry out the provisions herein contained and the purposes herein expressed; and to pay, distribute, convey and disburse the property of the Foundation in the manner and according to the provisions herein contained.

(b) The Board of Trustees, on behalf of the Foundation, is authorized and empowered to accept and retain, at any time, any gift, devise, bequest or donation, whether stocks, bonds, mortgages or other property or securities, regardless of the nature of the location thereof, including policies of life insurance and other annuities and the proceeds therefrom. The Board of Trustees shall not be liable for any loss resulting to or sustained by the Foundation, by reason of the acceptance or retention of any such gift, bequest, or other donation in its original form and condition.

Article V. Term of Existence

The Foundation is to exist perpetually.

Article VI. Original Subscribers and Existing Board of Trustees.

The names of the original subscribers of the Foundation in 1968 are:

L. William Graham

June S. Cowperthwaite

Joe C. Wise, Jr.

William L. Donigan

Louis F. Hubner

W. A. McGriff, Jr.

D.L. Kelly

James D. Salter

E. Eugene Ruyle

Earle C. Page

Mary B. Parrish

Leonard S. Powers

Allen C. Edgar

J. T. Pittman

James L. Stringfellow

Fred S. Cantrell

G. Harry Baumer III

The current members of the Board of Trustees as of the date of this Amended and Restated Articles of Incorporation, who are to serve until their terms expire in accordance with these Amended and Restated Articles and the Bylaws of the Foundation are:

Brian Gendreau

Barbara B. Hall

Anne Seraphine

Robert Hicks

Marion J. Radson

Phyllis DeLaney

Betty Alsobrook

Ann Pierson

John Jopling

Lewis Garrish

Byron Caution

William "Dan" Boyd

Article VII. Officers

- (a) Officers and Their Election. The officers of the Foundation are President, Vice President and Secretary who shall be elected by the Board of Trustees from the members of the Board of Trustees at the

annual meeting of the Board of Trustees as provided in these Amended and Restated Articles of Incorporation and in the Bylaws.

- (b) Current Officers. The names of the current officers of the Foundation who are to serve under these Amended and Restated Articles of Incorporation until their terms expire in accordance with these Articles and the Bylaws are:

President	Brian Gendreau
Vice President	Barbara B. Hall
Secretary	Betty Alsobrook

Article VIII. Board of Trustees

(a) Initially the Foundation shall have a Board of Trustees consisting of twelve (12) Trustees. Provided however, the number of Trustees shall be reduced to seven (7), as provided for in the By-laws, at least one (1) of whom shall be a current member of the Vestry of the Parish. At each annual meeting of the Board of Trustees, the Rector and Senior Warden of the Parish, each may elect to be voting members of the Board of Trustees by virtue of their position, in which event the number of Trustees on the Board shall be increased by one, if one person elects to be a voting member, or two (2) persons, if both persons elect to be voting members. In the event either or both choose not to be voting members of the Board of

annual meeting of the Board of Trustees as provided in these Amended and Restated Articles of Incorporation and in the Bylaws.

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Trustees, they shall still have the right to attend and speak at any meeting of the Board of Trustees, but without voting privileges.

(b) The business affairs of the Foundation shall be managed by, and all corporate powers shall be exercised by and under the authority of, the Board of Trustees. The Board of Trustees through its President shall provide a report to the Vestry of the Parish at each regular Vestry meeting on the activities and financial condition of the Foundation.

(c) At a regular meeting of the Vestry of the Parish, the President of the Foundation, as provided for in the By Laws, shall present from the Board of Trustees to the Vestry, recommended candidates to fill vacant or expiring seats. The Vestry may fill the vacant or expiring seats from the list recommended by the Board of Trustees, or the Vestry may chose to fill seats from others selected by the Vestry. Term of office shall begin at the annual meeting of the Board of Trustees. Vacant seats caused by death, disability or resignation may be filled by the Vestry at any regular or special meeting of the Vestry.

(d) The title to all property of the Foundation shall be held by said Board of Trustees in the name of the Foundation or in the name of a nominee.

(e) The following acts of the Board of Trustees shall require a majority vote of all Trustees, subject to approval by a majority vote of the Vestry of the Parish:

(1) the acquisition or conveyance of any interest in real property or the placement of an encumbrance on same;

(2) the sale or disposal of substantially all of the assets of the Foundation; and

(3) any plan of merger or consolidation, or the dissolution of the Foundation.

Article IX. Bylaws

The Board of Trustees of the Foundation may provide such Bylaws for the conduct of the business of the Foundation and the carrying out of its purposes as the Board of Trustees may deem necessary from time to time.

Upon proper notice, at any regular meeting or any special meeting called for that purpose at which a quorum is present, the Bylaws may be amended, altered, or rescinded by a majority vote of those members of the Board of Trustees present.

Article X. Amendments

These Articles of Incorporation may be amended by a two-thirds vote of all of the Board of Trustees, subject to approval by a majority vote of the Vestry of the Parish. At least fifteen (15) days notice of the meeting of the Board of Trustees shall be provided to each Trustee. The proposed amendment(s) shall be provided to each Trustee and Vestry member. Any adopted amendment to the Articles of Incorporation shall be filed with the Secretary of State of the State of Florida.

Article XI. Principal Place of Business.

The principal place of business of this Foundation shall be in the City of Gainesville, Alachua County, Florida.

Article XII. Miscellaneous

(a) No part of the net earnings of the Foundation shall inure to the benefit of any individual or member. The Foundation shall not carry on propaganda or otherwise act to influence legislation.

(b) No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Foundation, and upon dissolution of this organization of all of its assets remaining after payments of all costs and expenses of such dissolution shall be distributed to Holy Trinity Parish, Gainesville, Florida, if such shall have been qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, and if not to any

such organization as shall have qualified, and none of the assets will be distributed to any member, officer or Trustee of the Foundation.

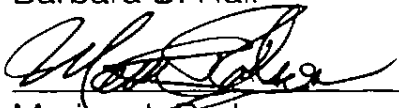
IN WITNESS WHEREOF, we, the current Board of Trustees, by their execution below, has caused these Articles of Incorporation to be amended and restated in their entirety at the regularly called annual meeting of the Board of Trustees held in Gainesville, Florida, this 13th day of January, 2021.



Brian Gendreau



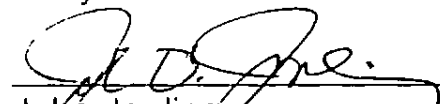
Barbara B. Hall



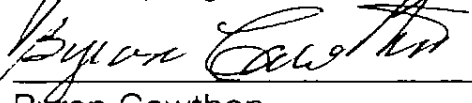
Marion J. Radson



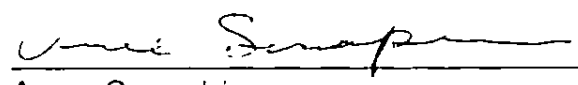
Betty Alsobrook



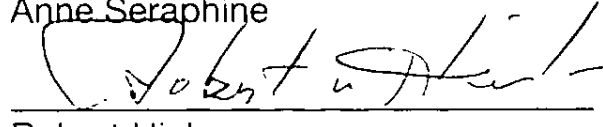
John Jopling




Byron Cawthon




Anne Seraphine



Robert Hicks



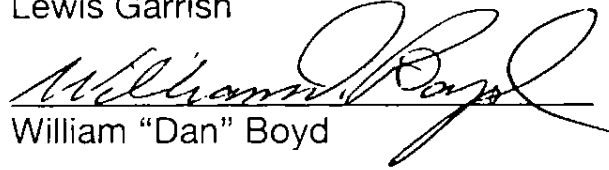
Phyllis DeLaney



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