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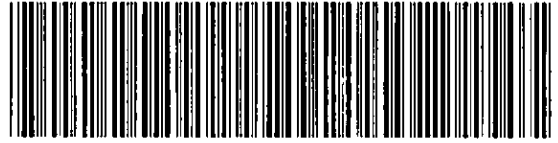
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Special Instructions to Filing Officer.

6/24/24 talked w/ Ms Vandenberg
gave permission to file
Amended & Restated articles

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2024 MAY 13 PM 2:16
MICHIGAN SECRETARY OF STATE

JUN 24 2024
S. PRATHER



MARCHENA AND GRAHAM, PA

976 LAKE BALDWIN LANE, SUITE 101
ORLANDO, FLORIDA 32814
TELEPHONE (407) 658-8566
TELECOPIER (407) 281-8564
WEBSITE: www.mgfir.com

ANNE VAN DEN BERG
AVANDENBERG@MGFIRM.COM

April 2, 2024

SENT VIA U.S. MAIL:

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

RE: Amended and Restated Articles of Incorporation

To whom it may concern,

Attached please find the Division of Corporations' Cover Letter, Articles of Amendment to Articles of Incorporation of "Orthodox Church of St. Stephen the Protomartyr, Inc." and the Amended and Restated Articles of Incorporation for the purpose of amending the name of the corporation to "St. Stephen the Protomartyr Orthodox Church, A Parish of the Orthodox Church in America, Diocese of the South, Inc." I've enclosed a check in the amount of \$35.00 for the filing fee.

Please mail the letter of acknowledgment to the following address:

Marchena and Graham, P.A.
Attn: Anne van den Berg
976 Lake Baldwin Ln
Suite 101
Orlando, FL 32814

Please let me know if you have questions or require anything further.

Sincerely,

A handwritten signature in cursive script that reads "Anne van den Berg". The signature is written in black ink and is positioned above the typed name and email address.

Anne van den Berg
avandenber@mgfirm.com

FILED
2024 MAR 13 PM 2:16

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. STEPHEN THE PROTOMARTYR ORTHODOX CHURCH, A PARISH OF THE
ORTHODOX CHURCH IN AMERICA, DIOCESE OF THE SOUTH, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation for a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation shall be: **ST. STEPHEN THE PROTOMARTYR ORTHODOX CHURCH, A PARISH OF THE ORTHODOX CHURCH IN AMERICA, DIOCESE OF THE SOUTH, INC.** (the "Corporation").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 1895 Lake Emma Road, Longwood, Florida 32750.

ARTICLE III – PURPOSE

A. The Corporation is organized exclusively for charitable purposes, specifically to care for the believers on the basis of the teachings, Canons, and Traditions of the Orthodox Church, to serve their religious needs, and to further their moral betterment. This is to be done under the spiritual guidance and administrative authority of the Diocese of the South of the Orthodox Church in America. The Corporation may engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with 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) (the "Code"), or the corresponding section of any future federal tax code. The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law in furtherance of its charitable purposes.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

ARTICLE IV – TERM OF EXISTENCE

The effective date upon which the Corporation came into existence was upon the filing of the original Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved pursuant to law.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1895 Lake Emma Road, Longwood, Florida 32750, and the name of the registered agent of the Corporation at that address is Rev. Daniel Hickman.

ARTICLE VI – DIRECTORS

A. Number of Directors. The initial number of directors of the Corporation shall be five (5). The Board of Directors of the Corporation shall collectively be known as the "Council." The number of directors may be either decreased or increased from time to time in accordance with the By-Laws of the Corporation.

B. Directors. The members of the Corporation's board of directors shall be elected in the manner described in the Bylaws of the Corporation.

ARTICLE VII – INCORPORATOR

The name and street address of the incorporator signing these Articles is Rev. Daniel Hickman, 1895 Lake Emma Road, Longwood, Florida 32750.

ARTICLE VIII – MEMBERS

The Corporation shall have members. In order for persons to be eligible as members in the Corporation, they shall have been baptized and chrismated in the Orthodox Church; be willing to abide by the teachings, the Canons, and the Traditions of the Orthodox Church; and accept the canonical and administrative authority of the Diocese of the South of the Orthodox Church in America. Admission to membership requires that the eligible persons avow their intent to participate in the Holy Mysteries of Confession and Communion at least once a year, to care for the welfare of the Corporation, and to fulfill the financial obligations established by the Corporation as set forth and amended as necessary in the By-Laws of the Corporation. Failure to comply with such requirements may result in the termination of membership in the Corporation. Upon termination of membership, the terminated member may no longer be able to participate in the sacraments of the Corporation, but the rights of other member shall not be affected. Membership in the Corporation is non-transferable.

ARTICLE IX – BYLAWS

The uniform Parish By-Laws of the Diocese of the South of the Orthodox Church in America, including the Statutes Governing Missions and the Statutes of the Orthodox Church in America, shall fully regulate the activities of this Corporation and, as promulgated or amended by the Orthodox Church in America, shall be adopted in full as the By-Laws of the Corporation, it being understood that these By-Laws are uniform throughout the Diocese of the South of the Orthodox Church in America. Accordingly, these By-Laws may not be unilaterally amended, changed, deleted or adopted in part only, by the Corporation or any officer or director therein.

ARTICLE X – DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine, and in accordance with the By-Laws of the Corporation.

* * * * *

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 29th day of April, 2024.

INCORPORATOR:



Printed Name: Rev. Daniel Hickman

2024 MAY 13 PM 2:16
SECRETARIES

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent of **ST. STEPHEN THE PROTOMARTYR ORTHODOX CHURCH, A PARISH OF THE ORTHODOX CHURCH IN AMERICA, DIOCESE OF THE SOUTH, INC.**

REGISTERED AGENT:

REV. DANIEL HICKMAN

Daniel Hickman

OFFICE OF THE CLERK
DIOCESE OF THE SOUTH

2024 MAY 13 PM 2:17

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5/2/24

Signature Dan Hickman

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rev. Daniel Hickman

(Typed or printed name of person signing)

Rector

(Title of person signing)

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FALLS CHURCH UNIVERSITY