

125513

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

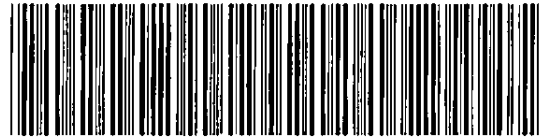
Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE

SEP - 4 2024

Office Use Only



600435410636

08/27/24--01007--024 **52.50

FILED
2024 AUG 27 AM 11:05
CLERK OF COURT
JUDICIAL DISTRICT OF CLATSOP COUNTY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Episcopal Church of St Mark the Evangelist, Inc.

DOCUMENT NUMBER: 722513

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

Please return all correspondence concerning this matter to the following:

Rev. Grant Wiseman

(Name of Contact Person)

The Episcopal Church of St Mark the Evangelist, Inc.

(Firm/ Company)

1750 E. Oakland Park Blvd.

(Address)

Oakland Park, FL 33334

(City/ State and Zip Code)

cnovoa@saintmarks.com

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

For further information concerning this matter, please call:

Carlos Novoa

954-334-0190

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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
THE EPISCOPAL CHURCH OF ST. MARK THE EVANGELIST, INC.

FILED
2024 AUG 27 AM 11:05
CLERK OF DISTRICT COURT
DIocese of Southeast Florida

These Amended and Restated Articles of Incorporation ("Articles") were approved by a majority of the members of The Episcopal Church of St. Mark the Evangelist, Inc. ("St. Mark's"), the Vestry of St. Mark's and the Diocese of Southeast Florida, Inc. ("Diocese"). These Articles amend and replace the Articles of Incorporation dated February 10, 1971 and any prior Articles of Incorporation.

Article I. Name. The name of this corporation is The Episcopal Church of St. Mark the Evangelist, Inc.

Article II. Duration. St. Mark's shall have perpetual existence.

Article III. Principal Place of Business and Mailing Address. The principal place of business and the mailing address of St. Mark's shall be:

1750 E. Oakland Park Boulevard
Oakland Park, Florida 33334

Article IV. Mission and Purpose. St. Mark's is an instrument of our Lord's will organized for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended ("Code"), to carry out the religious, charitable and educational purposes of St. Mark's, which is a member of the Diocese of Southeast Florida, Inc. in the Protestant Episcopal Church in the United States of America ("Episcopal Church"). All real and personal property held by, or for the benefit of St. Mark's shall be held in trust for the Diocese and the Episcopal Church. The existence of this trust however, shall in no way limit the power and authority of St. Mark's otherwise existing over such property so long as St. Mark's remains a part of, and subject to, the Episcopal Church and the Diocese and their respective Constitutions and Canons. In the event of any conflict between these Articles of Incorporation and the Constitutions of the

Canons of the Episcopal Church or of the Diocese, as may hereafter be amended from time to time, the Constitutions and Canons shall control and govern. The provisions of this Article IV may not be altered or deleted without the written consent of the Bishop, the Executive Board and the Standing Committee of the Diocese. St. Mark's Church owns and operates St. Mark's Episcopal School ("St. Mark's School").

Article V. Qualifications of Members. The members of St. Mark's shall all be such members of the congregation as may be qualified voters at congregation elections for members of the Vestry under the canons of the Episcopal Church regulating the subject in the Diocese of Southeast Florida and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation.

No person who shall disclaim or refuse conformity with any obedience to the constitution, canons, doctrine or worship of the Episcopal Church in the United States of America or of the Episcopal Church in the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein; nor shall any such person vote for a member of the Vestry or be appointed or elected a member of the Vestry, or exercise any function in, concerning or connected with this corporation.

Article VI. Powers. St. Mark's shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above stated objectives.

St. Mark's shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith that are not prohibited by the Constitution and Canons of the Diocese and of the Episcopal Church, as now in force or hereafter amended, by the Florida Not-for-Profit Corporation Act, as now in force or as hereinafter amended, or by these Articles of Incorporation.

Article VII. Vestry. The management of the affairs of St. Mark's shall be conducted by the Vestry, who shall serve as the board of directors of St. Mark's. The Vestry shall have no less than five members. The number of members of the Vestry may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5) or more than twelve (12). The election of Vestry members and their terms of office shall be determined according to the Bylaws of St. Mark's and consistent with the Constitutions and Canons of the Diocese and The Episcopal Church.

Article VIII. Bylaws. The Vestry shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The Bylaws may contain any provisions for the regulation or management of the affairs of St. Mark's which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any member or officer of St. Mark's any proprietary interest in St. Mark's property or assets, whether during the term of St. Mark's existence or as an incident to its dissolution. Any amendments to the By-Laws requires the approval of the Executive Board, the Bishop and the standing Committee of the Diocese.

Article IX. Limitations On Activities.

Section 1. No part of the income or net earnings of St. Mark's shall inure to the benefit of, or be distributable to, any member or officer of St. Mark's or any other private individual (except that reimbursement may be made for any reasonable expenses incurred for St. Mark's by any officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Vestry; and provided further that no member of the Vestry or officer of St. Mark's or any other private individual shall be entitled to share in any distribution of any of the assets of St. Mark's on dissolution of St. Mark's or otherwise.

Section 2. No substantial part of the activities of St. Mark's shall consist of carrying on propaganda, or otherwise attempting to influence legislation. St. Mark's shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No part of the assets of St. Mark's shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

Section 3. Notwithstanding any other provision of these Articles, St. Mark's will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

Section 4. Notwithstanding any other provisions of these Articles, unless and until there shall be a determination by the Internal Revenue Service that St. Mark's is not a nonprofit corporation and for any period of time during which such a determination is not in effect, St. Mark's shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent tax laws. Any other provisions of these Articles notwithstanding, unless and until there shall be a determination by the Internal Revenue Service that St. Mark's is not a nonprofit corporation and for any period of time during which such a determination is not in effect, the members of the Vestry shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or corresponding provisions of any subsequent tax laws; not retain any excess business holdings as defined in Section 4943 (d) of the Code, or corresponding provisions of any subsequent tax laws; nor make any investments in such manner as to incur tax liability

under Section 4944 of the Code, or corresponding provisions of any subsequent tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any subsequent tax laws.

Section 5. St. Mark's shall not have or issue shares of stock to any person, and no dividends shall be paid to any person.

Article X. Transactions Relating to Real Property. St. Mark's shall not encumber, sell, alienate, transfer or convey real property except as provided by the Canons of the Diocese.

Article XI. Registered Agent and Street Address. The Registered Office of St. Mark's shall be located at 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334. The Registered Agent shall be appointed by the Vestry. The Registered Agent's address shall be at 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334.

Article XII. Dissolution.

Section 1. Upon the dissolution of St. Mark's the last Vestry of St. Mark's shall, after paying or making provisions for the payment of all of the liabilities of St. Mark's, distribute all residual assets that are not classified as donor-restricted endowment to the Diocese or, if it is not then an organization described in each of Sections 501 (c) (3) and 170 (c) (2) of the Code, to the Episcopal Church, or, if it is not then such an organization, to such an organization or organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code.

Section 2. Notwithstanding any other provisions of these Articles, in accepting contributions to St. Mark's, the corporation commits to the donor that the contribution will be protected for the charitable purpose originally intended, if any. Upon the dissolution of St. Mark's all residual assets that are classified

as donor-restricted endowment shall be distributed by the Vestry of St. Mark's to such an organization or organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code, and serve the charitable purpose originally intended by the donor.


Section 3. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

No part of the assets of St. Mark's shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

Article XIII. Amendment of Articles. These Articles of Incorporation may be amended by a majority vote of the Vestry and members of the Congregation who are eligible to vote for members of the Vestry, however, that the Bishop, the Executive Board and the Standing Committee of the Diocese shall have first given their written consent to such amendments. In the event of any conflict or inconsistency between the Bylaws, as originally adopted or thereafter amended, and the Constitution and Canons of the Episcopal Church or of the Diocese, as may be amended from time to time, the Constitutions and Canons shall control and govern.

Acceptance of Registered Agent

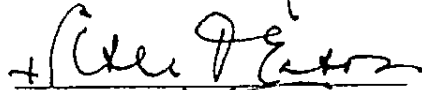
Having been named Registered Agent of St. Mark's, a Florida Not-for-Profit Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Registered Agent
Rev. Grant Wiseman
Print Name

Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Amended and Restated Articles of Incorporation of St. Marks are hereby approved.

Dated: 16: May: 2024



The Right Reverend Peter Eaton
Bishop of the Diocese of Southeast Florida

Dated: 16: May, 2024


The Executive Board of the
Diocese of Southeast Florida

BY: 

The Right Reverend Peter Eaton
Chairman

Dated: May 23, 2024

The Standing Committee of The
Diocese of Southeast Florida

By: 

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE EPISCOPAL CHURCH OF ST. MARK THE EVANGELIST, INC.

FILED
2024 AUG 27 AM 11:06
STATE

These Amended and Restated Articles of Incorporation ("Articles") were approved by a majority of the members of The Episcopal Church of St. Mark the Evangelist, Inc. ("St. Mark's"), the Vestry of St. Mark's and the Diocese of Southeast Florida, Inc. ("Diocese"). These Articles amend and replace the Articles of Incorporation dated February 10, 1971 and any prior Articles of Incorporation.

Article I. Name. The name of this corporation is The Episcopal Church of St. Mark the Evangelist, Inc.

Article II. Duration. St. Mark's shall have perpetual existence.

Article III. Principal Place of Business and Mailing Address. The principal place of business and the mailing address of St. Mark's shall be:

1750 E. Oakland Park Boulevard
Oakland Park, Florida 33334

Article IV. Mission and Purpose. St. Mark's is an instrument of our Lord's will organized for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended ("Code"), to carry out the religious, charitable and educational purposes of St. Mark's, which is a member of the Diocese of Southeast Florida, Inc. in the Protestant Episcopal Church in the United States of America ("Episcopal Church"). All real and personal property held by, or for the benefit of St. Mark's shall be held in trust for the Diocese and the Episcopal Church. The existence of this trust however, shall in no way limit the power and authority of St. Mark's otherwise existing over such property so long as St. Mark's remains a part of, and subject to, the Episcopal Church and the Diocese and their respective Constitutions and Canons. In the event of any conflict between these Articles of Incorporation and the Constitutions of the

Canons of the Episcopal Church or of the Diocese, as may hereafter be amended from time to time, the Constitutions and Canons shall control and govern. The provisions of this Article IV may not be altered or deleted without the written consent of the Bishop, the Executive Board and the Standing Committee of the Diocese. St. Mark's Church owns and operates St. Mark's Episcopal School ("St. Mark's School").

Article V. Qualifications of Members. The members of St. Mark's shall all be such members of the congregation as may be qualified voters at congregation elections for members of the Vestry under the canons of the Episcopal Church regulating the subject in the Diocese of Southeast Florida and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation.

No person who shall disclaim or refuse conformity with any obedience to the constitution, canons, doctrine or worship of the Episcopal Church in the United States of America or of the Episcopal Church in the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein; nor shall any such person vote for a member of the Vestry or be appointed or elected a member of the Vestry, or exercise any function in, concerning or connected with this corporation.

Article VI. Powers. St. Mark's shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above stated objectives.

St. Mark's shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith that are not prohibited by the Constitution and Canons of the Diocese and of the Episcopal Church, as now in force or hereafter amended, by the Florida Not-for-Profit Corporation Act, as now in force or as hereinafter amended, or by these Articles of Incorporation.

Article VII. Vestry. The management of the affairs of St. Mark's shall be conducted by the Vestry, who shall serve as the board of directors of St. Mark's. The Vestry shall have no less than five members. The number of members of the Vestry may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5) or more than twelve (12). The election of Vestry members and their terms of office shall be determined according to the Bylaws of St. Mark's and consistent with the Constitutions and Canons of the Diocese and The Episcopal Church.

Article VIII. Bylaws. The Vestry shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The Bylaws may contain any provisions for the regulation or management of the affairs of St. Mark's which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any member or officer of St. Mark's any proprietary interest in St. Mark's property or assets, whether during the term of St. Mark's existence or as an incident to its dissolution. Any amendments to the By-Laws requires the approval of the Executive Board, the Bishop and the standing Committee of the Diocese.

Article IX. Limitations On Activities.

Section 1. No part of the income or net earnings of St. Mark's shall inure to the benefit of, or be distributable to, any member or officer of St. Mark's or any other private individual (except that reimbursement may be made for any reasonable expenses incurred for St. Mark's by any officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Vestry; and provided further that no member of the Vestry or officer of St. Mark's or any other private individual shall be entitled to share in any distribution of any of the assets of St. Mark's on dissolution of St. Mark's or otherwise.

Section 2. No substantial part of the activities of St. Mark's shall consist of carrying on propaganda, or otherwise attempting to influence legislation. St. Mark's shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No part of the assets of St. Mark's shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

Section 3. Notwithstanding any other provision of these Articles, St. Mark's will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

Section 4. Notwithstanding any other provisions of these Articles, unless and until there shall be a determination by the Internal Revenue Service that St. Mark's is not a nonprofit corporation and for any period of time during which such a determination is not in effect, St. Mark's shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent tax laws. Any other provisions of these Articles notwithstanding, unless and until there shall be a determination by the Internal Revenue Service that St. Mark's is not a nonprofit corporation and for any period of time during which such a determination is not in effect, the members of the Vestry shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or corresponding provisions of any subsequent tax laws; not retain any excess business holdings as defined in Section 4943 (d) of the Code, or corresponding provisions of any subsequent tax laws; nor make any investments in such manner as to incur tax liability

under Section 4944 of the Code, or corresponding provisions of any subsequent tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any subsequent tax laws.

Section 5. St. Mark's shall not have or issue shares of stock to any person, and no dividends shall be paid to any person.

Article X. Transactions Relating to Real Property. St. Mark's shall not encumber, sell, alienate, transfer or convey real property except as provided by the Canons of the Diocese.

Article XI. Registered Agent and Street Address. The Registered Office of St. Mark's shall be located at 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334. The Registered Agent shall be appointed by the Vestry. The Registered Agent's address shall be at 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334.

Article XII. Dissolution.

Section 1. Upon the dissolution of St. Mark's the last Vestry of St. Mark's shall, after paying or making provisions for the payment of all of the liabilities of St. Mark's, distribute all residual assets that are not classified as donor-restricted endowment to the Diocese or, if it is not then an organization described in each of Sections 501 (c) (3) and 170 (c) (2) of the Code, to the Episcopal Church, or, if it is not then such an organization, to such an organization or organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code.

Section 2. Notwithstanding any other provisions of these Articles, in accepting contributions to St. Mark's, the corporation commits to the donor that the contribution will be protected for the charitable purpose originally intended, if any. Upon the dissolution of St. Mark's all residual assets that are classified

as donor-restricted endowment shall be distributed by the Vestry of St. Mark's to such an organization or organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code, and serve the charitable purpose originally intended by the donor.


Section 3. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

No part of the assets of St. Mark's shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

Article XIII. Amendment of Articles. These Articles of Incorporation may be amended by a majority vote of the Vestry and members of the Congregation who are eligible to vote for members of the Vestry, however, that the Bishop, the Executive Board and the Standing Committee of the Diocese shall have first given their written consent to such amendments. In the event of any conflict or inconsistency between the Bylaws, as originally adopted or thereafter amended, and the Constitution and Canons of the Episcopal Church or of the Diocese, as may be amended from time to time, the Constitutions and Canons shall control and govern.

Acceptance of Registered Agent

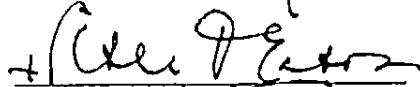
Having been named Registered Agent of St. Mark's, a Florida Not-for-Profit Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Registered Agent
Rev. Grant Wiseman
Print Name

Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Amended and Restated Articles of Incorporation of St. Marks are hereby approved.

Dated: 16: May: 2024



The Right Reverend Peter Eaton
Bishop of the Diocese of Southeast Florida

Dated: 16: May, 2024

The Executive Board of the
Diocese of Southeast Florida

BY: 

The Right Reverend Peter Eaton
Chairman

Dated: May 23, 2024

The Standing Committee of The
Diocese of Southeast Florida

By: 