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HOLY CROSS EPISCOPAL CHURCH, INC.**

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**AMENDMENT AND COMPLETE RESTATEMENT OF
ARTICLES OF INCORPORATION OF
HOLY CROSS EPISCOPAL CHURCH, INC.**

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This Amendment and Complete Restatement of Articles of Incorporation of Holy Cross Episcopal Church, Inc. is filed to complete the agreed process of merging Holy Cross Episcopal Church, Inc., a Florida Not for Profit Corporation, and The Church of the Resurrection (Episcopal), Miami, Florida, a Florida Not for Profit Corporation, with Holy Cross Episcopal Church, Inc. being the surviving corporation. This Amendment and Complete Restatement and merger has been approved by the Board of Directors of Holy Cross Episcopal Church, Inc., which by virtue of Article I hereof is changing its name to Santa Cruz - Resurrection Episcopal Church, Inc., a Florida Not for Profit Corporation. Pursuant to the provisions of section 617.1006, Florida statutes, this Florida not for profit corporation adopts the following amendment to its articles of incorporation:

ARTICLE I

The name of the Corporation shall be "SANTA CRUZ - RESURRECTION EPISCOPAL CHURCH, INC., a Florida not for profit corporation." Said corporation is hereinafter and in the Bylaws called "the Mission."

ARTICLE II

The Mission is a non-profit corporation.

ARTICLE III

The Mission is formed for the purposes of maintaining the worship of God and the preaching of the Gospel, according to the doctrine, discipline and worship of The Episcopal Church, in the City of Miami, County of Miami-Dade, State of Florida, and is subject to, and its powers and rights shall be exercised in accordance with, the Constitution and Canons of The

Episcopal Church and the Constitution and Canons of The Diocese of Southeast Florida. The Mission shall have all of the powers and privileges and shall be subject to all of the restrictions contained in the Florida Not for Profit Corporation Act. The Mission shall succeed to all of the rights, privileges, duties and immunities of the presently existing Mission of Holy Cross Episcopal Church, Inc. heretofore formed on May 4, 1925 pursuant to the written consent of the Ecclesiastical Authority of The Diocese of South Florida, the predecessor of The Diocese of Southeast Florida.

The purposes and powers of the Mission shall be specifically limited by the following:

(1) The Mission is organized pursuant to the Florida Not for Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and its organized for non-profit purposes.

(2) No part of the net earnings of the Mission shall inure to the benefit of or be distributable to any Vestryperson or officer of the Mission, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Mission), and no Vestryperson or officer of the Mission, or any private individual, shall be entitled to share in the distribution of any of the Mission assets upon dissolution of the Mission.

(3) No substantial part of the activities of the Mission shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(4) The Mission shall not (i) carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended; (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, and (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(5) Further, the Mission 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 Internal Revenue Code of 1986, as amended.

(6) Upon any dissolution of the Mission, all of its assets and income not applied in satisfaction and discharge of the liabilities and obligations of the Mission shall be distributed to one or more domestic or foreign corporations, societies or organizations which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The places where business is transacted are in the City of Miami, County of Miami-Dade, State of Florida, and elsewhere in the State of Florida, and the principal office of the Mission shall be located in Miami, Florida.

ARTICLE V

The street address of the Registered Office of the Mission is 11173 Griffing Boulevard, Biscayne Park, FL 33161, and the name of the Registered Agent of the Mission at that address is Rev. Jose Leonel Ortez.

ARTICLE VI

The term of which the Mission is to exist is perpetual; provided, however, that the Mission may be earlier dissolved with the consent of the Bishop of The Diocese of Southeast Florida pursuant to action taken by the Annual Convention of The Diocese of Southeast Florida in conformity with the provisions of Canon XVI of the Canons of said Diocese, as it now exists or hereinafter may be amended.

ARTICLE VII

Each communicant member of the Mission of Holy Cross Episcopal Church, Inc. as of the date of the filing of these Articles of Incorporation shall be a member of the Mission. In addition, membership in the Mission shall be open to any person hereafter becoming a communicant of the Mission either through admission to such status by the duly authorized clergy of the Mission or upon the duly authorized transfer of a communicant from another

Mission to the Mission in conformity with the provisions of Canon XV of the Canons of The Diocese of Southeast Florida, as it now exists or hereinafter may be amended.

ARTICLE VIII

The secular affairs of the Mission shall be under the control of a Board of Directors (hereinafter in these Articles and in the Bylaws of the Mission called "the Vestry"), to be elected by the members of the Mission as provided in the Bylaws of the Mission (said Directors are herein referred to as "Vestrypersons"). The number of Vestrypersons of the Mission shall be not less than three (3) nor more than fifteen (15) and shall be some multiple of three (3) as may be provided in the Bylaws of the Mission. The initial number of Vestrypersons, which shall continue to be the number of Vestrypersons until the Bylaws of the Mission shall be amended in that respect, shall be twelve (12), and the names and addresses of those who are appointees for the first year are as follows:

Mrs. Charlotte Floyd, Sr. Warden	14401 SW 30 Court Davie, FL 33330
Mr. Eliseo Duarte, Jr. Warden	170 NW 49 St. Miami, FL 33127
Mr. Justin LaBarbera, Treasurer	11111 Biscayne Blvd., Apt PH-51 Miami, FL 33181
Ms. Christine Thomas, Secretary	12905 NE 12 Ave. North Miami FL 33161
Ms. Damaris Perez	3129 SW 25 Terrace Miami, FL 33133
Mr. John French	12555 Biscayne Blvd. Miami, FL 33181
Ms. Susie Zapata	6024 SW 8 St., Lot C-334 Miami, FL 33142
Ms. Patricia Quintana	11099 N.W. 7 St., #203 Miami, FL 33172

Mrs. Carol Francisco

637 NE 92 St., # 10C
Miami Shores, FL 33138

Mr. Maria Luisa Tovar

1527 SW 20 Ave.
Miami, FL 33145

Octavio Baez

349 N. E. 117 Street
Miami, FL 33161

Brenda De Graff

140 N. E. 105 Street
Miami Shores, FL 33138

ARTICLE IX

Any action required by the Florida Not for Profit Corporation Act to be taken at a meeting of the Vestry of the Mission or any action that may be taken at a meeting of the Vestry, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Vestrypersons or committee members, as the case may be, as would be necessary to take that action at a meeting at which all of the Vestrypersons or committee members, as the case may be, were present and voted.

ARTICLE X

The Mission is, and shall continue to be, without any capital stock.

ARTICLE XI

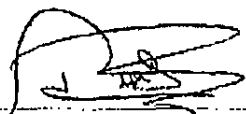
The Mission shall indemnify and may insure the Vestrypersons and any and all other persons it may lawfully indemnify and insure to the fullest extent permitted under the Florida Not for Profit Corporation Act, as amended from time to time, or by the laws of the State of Florida, as in effect from time to time. A Vestryperson of the Mission shall not be personally liable to the Mission or anyone acting in its behalf or claiming by, through or under it for monetary damages for an act or omission in such Vestryperson's capacity as a Vestryperson with those exceptions set forth in Florida Statute 617.0834. If the laws of the State of Florida are

hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a Vestryperson of the Mission, then the liability of a Vestryperson of the Mission shall thereupon automatically be eliminated or limited to the fullest extent permitted by such laws. No repeal or modification of this Article shall adversely affect any right or protection of a Vestryperson existing at the time of such repeal or modification with respect to events or circumstances occurring or existing prior to such time.

ARTICLE XII

The title to all real estate used by the Mission for church purposes, including, but not limited to, all real estate now owned or hereafter acquired for such use, shall be held subject to control of the Church in the Episcopal Diocese of Southeast Florida, acting by and through a corporation known as the "The Diocese of Southeast Florida," as required by the provisions of Canon XIV, Section 8 of the Canon of The Diocese of Southeast Florida, as it now exists or may be amended, and no conveyance or encumbrance of any kind shall be valid unless executed by such corporation and as may otherwise be provided by the Canons of The Diocese of Southeast Florida.

Dated this 24th day of September, 2015.


Printed Name: Jose C. ORTIZ
Title: President / Rector