

739879

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ATTORNEYS AT LAW

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FILED  
MAR 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 1, 2000

VIA FEDERAL EXPRESS

Florida Department of State  
Attn: Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500003154535--8  
-03/02/00--01065--001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Ladies/Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 representing the costs for filing the enclosed:

1. Amended and Restated Articles of Incorporation of St. Mary's Episcopal Day School, Inc. (\$35.00 filing fee); and
2. Amended and Restated Articles of Incorporation of St. Mary's Episcopal Church of Tampa, Florida, Inc. (\$35.00 filing fee).

Once you have filed these Articles, please forward to my attention an acknowledgment letter stating that these Articles have been filed. Thank you for your attention to this matter and please do not hesitate to contact me should you have any questions regarding the foregoing.

Sincerely,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

Tracy L. Gerges  
Legal Assistant

TLG/glp  
Enclosures

Amended & Restated Art. & N/C

V. SHEPARD MAR 21 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 13, 2000

TRACY L. GERGES  
RUDEN, MCCLOSKEY, SMITH, ET AL  
401 EAST JACKSON STREET  
TAMPA, FL 33602

SUBJECT: ST. MARY'S CHURCH, INC.  
Ref. Number: 739879

We have received your document for ST. MARY'S CHURCH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 900A00013803

**RUDEN**  
**MCCLOSKEY**  
**SMITH**  
**SCHUSTER &**  
**RUSSELL, P.A.**  
**ATTORNEYS AT LAW**

2700 SUNTRUST FINANCIAL CENTRE  
401 EAST JACKSON STREET  
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March 17, 2000

Velma Shepard  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: St. Mary's Church, Inc. (38243-0001)

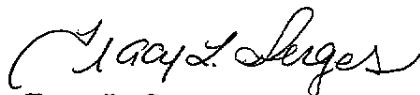
Dear Velma:

Enclosed please see corrected Amended Articles of Incorporation for St. Mary's Church, Inc. and Amended Articles for St. Mary's Episcopal Day School, Inc. Please file these and once you have done so, please provide us with the filed amended Articles. Enclosed is a self-addressed, stamped envelope for your convenience in returning the documents.

Thank you for your assistance in this regard.

Sincerely,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.



Tracy L. Gerges  
Legal Assistant

TLG/glp  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**ST. MARY'S CHURCH, INC.**

FILED  
00 MAR 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, upon resolution duly adopted and passed pursuant to a vote by the Vestry and the general membership of the Congregation St. Mary's Episcopal Church of Tampa, Florida, Inc., pursuant to its Articles of Incorporation, the provisions of Chapters 617 and 607, Florida Statutes, and with the approval and consent of the Bishop and Diocesan Council of Southwest Florida of the Protestant Episcopal Church of the United States of America, hereby file these Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the Vestry on January 10, 2000 by unanimous vote, and by the members of the Corporation on February 13, 2000 by unanimous vote.

The Amendments included in these Amended and Restated Articles of Incorporation were adopted pursuant to the requirements of Florida law and include the following amendments: change of the corporate name; deletion of references to the procedural methods concerning the election of Vestry members; deletion of references to the appointment, election, and duties of officers; and deletion of other matters which are more fully provided for in the Constitution and Canons of the Protestant Episcopal Church and the Diocese of Southwest Florida.

**ARTICLE I**

The name of the Corporation shall be St. Mary's Episcopal Church of Tampa, Florida, Inc. (the "Corporation").

The Corporation is located at 4311 San Miguel, Tampa, Hillsborough County, Florida.

**ARTICLE II**

The general nature and object of the Corporation is the support of the public worship of Almighty God, according to the faith and discipline of the Protestant Episcopal Church in the United States of America, and of the Protestant Episcopal Church in the Diocese of Southwest Florida. It acknowledges itself to be a member of and to belong to the Episcopal Church in the United States of America and to the Episcopal Church of the Diocese of Southwest Florida. As such the Corporation accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Southwest Florida (together, the "Constitution and Canons of the Episcopal Church").

### ARTICLE III

The members of the Corporation shall be all members of the congregation of St. Mary's Episcopal Church of Tampa, Florida, Inc. who may be qualified voters at parish elections for members of the Vestry under the Constitution and Canons of the Protestant Episcopal Church regulating the subject in the Diocese of Southwest Florida and said members shall be entitled to vote upon all questions which may properly come before any meeting of the Corporation.

No person who shall disclaim or refuse conformity with and obedience to the Constitution, Canons, Doctrine or Worship of the Protestant Episcopal Church of the United States of America or of the Protestant Episcopal Church of the Diocese of the Southwest Florida shall be a member of this Corporation or eligible for membership therein; nor shall any such person vote for members 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 IV

The officers by whom all the affairs of the Corporation are to be managed shall be the Priest in charge and a body of laity composed of no fewer than nine (9) members who shall be communicants of this Corporation and Qualified Voters thereof. So long as the Corporation shall have the status of a Parish under the Constitution and Canons of the Episcopal Church, the Priest in charge shall be called the Rector, and the body of laity shall be called the Vestry.

The Rector shall be elected by the Vestry, subject to the approval of the Bishop of the Diocese of Southwest Florida. The Rector shall continue in office until a vacancy shall be created by resignation, death, or removal, pursuant to the procedures set forth in the Constitution and Canons of the Episcopal Church, and shall, when present, preside with the right to vote at all Corporation meetings, at all Vestry meetings, and at all meetings of the Board of Trustees of St. Mary's Episcopal Day School, Inc., a Florida corporation ("St. Mary's School"), including all meetings of the St. Mary's School Board of Trustees. Further, the Rector shall have all other duties and privileges as proscribed in the Constitution and Canons of the Episcopal Church.

Each Vestry member shall be chosen by written ballot at the annual meeting of the members of the Corporation which shall be held, after due notice to all members of the Corporation, within ninety 90 days prior to January 1st of each calendar year. In such election, a majority of the votes shall be necessary to fill each vacancy on the Vestry. Further, the Vestry, through a majority vote of those Vestry members present and voting, shall have the power to fill all vacancies which may occur during the year. The term of each Vestry Member so elected, shall run only until the next annual meeting, at which time such seat or seats shall be filled for the remainder of their terms, through election by members of the Corporation and pursuant to the Constitution and Canons of the Episcopal Church.

Every person elected a Vestry member shall qualify by subscribing to the following Declaration and Promise:

“I do believe in the Holy Scriptures of the Old and New Testament to be the word of God, and to contain all things necessary to salvation; and I do yield my hearty assent and approbation to the doctrines, worship and discipline of the Episcopal Church in the United States; and I promise that I will faithfully execute the office of Vestry Member of St. Mary’s Episcopal Church of Tampa, Florida, Inc., according to my best knowledge and skill.”

Of the individuals chosen as member of the Vestry, the Rector shall annually appoint a Senior Warden and the Vestry shall annually elect a Junior Warden. The Rector shall serve as President of the Corporation and has the right to vote at all meetings of the Vestry and the Corporation. Further, the Rector shall serve as President of St. Mary’s School and shall be a member of the St. Mary’s School Board of Trustees and the St. Mary’s School Executive Committee. The Senior Warden shall occupy the position of and shall carry out the duties of Vice President of the Corporation, as well as having defined responsibilities related to the operation and administration of St. Mary’s School, including membership on the St. Mary’s School Executive Committee.

The term of office of member of the Vestry shall be three (3) years; provided, however, that the term of office of three or more members of the Vestry shall expire each year. No member of the Corporation shall be eligible for re-election as a member of the Vestry if such member has served on the Vestry during the preceding year, however, members elected or appointed to fill a vacancy on the Vestry shall be eligible for re-election.

The privilege and the duties of the Rector, the Wardens and the Vestry shall be as provided by the Constitution and Canons of the Episcopal Church.

#### ARTICLE V

Within thirty (30) days of the annual meeting of the Corporation, the Rector, with the approval of the Vestry, shall appoint a chancellor duly licensed to practice law in Florida, who shall be the legal advisor to the Vestry, the Corporation and St. Mary’s School. He or she shall be a member of the Corporation, but need not be a member of the Vestry.

#### ARTICLE VI

The names of the officers who are to manage all the affairs of the Corporation, until the next appointment or election under these Articles of Incorporation are:

Rector	-	Kevin Donlon
Senior Warden	-	David J. Healy
Junior Warden	-	William W. Pepper

Secretary - Carol Castleberry  
Treasurer - Steven McConnell

### ARTICLE VII

The name and address of the Vestry members, acting as the Directors of the Corporation, under whose authority all corporate powers shall be exercised and under whose direction all corporate affairs and business shall be managed, until the next appointment or election pursuant to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Reverend Kevin Donlon	4311 San Miguel St., Tampa, FL 33629
David J. Healy	4938 S. Melrose Avenue, Tampa, FL 33629-5420
Karla Kirkwood	4623 W. Sunset Blvd., Tampa, FL 33629-6515
John Menard	4511 W. San Rafael St., Tampa, FL 33629-5505
Michael Morley	4701 W. Estrella St., Tampa, FL 33629-5517
Steven McConnell	1111 N. Westshore Blvd., Suite 115, Tampa, FL 33607-4700
Hal Holder, Jr.	608 Riviera Dr., Tampa, FL 33606-3810
Jennifer Burke	2909 W. Stovall St., Tampa, FL 33629-8170
John Livingston	1211 S. Suffolk Dr., Tampa, FL 33629-4227
Ray Elliot	3418 W. Obispo St., Tampa FL 33629-7915
William W. Pepper	4420 W. Sevilla St., Tampa, FL 33629-8314
Warren Miller	4406 W. San Miguel St., Tampa, FL 33629-8314
Dorothy Cooper	7325 Brookview Cir., Tampa, FL 33634-2925

### ARTICLE VIII

The Bylaws of the Corporation, which must not be inconsistent with the Constitution and Canons of the Episcopal Church, nor with the Articles of Incorporation of the Corporation, are to be established, amended, altered or rescinded by the Vestry.

### ARTICLE IX

No grant shall be made nor shall any charge be imposed upon any consecrated church or chapel, or any church or chapel which has been used solely for divine service belonging to the Corporation, except by the consent of a majority of the whole Vestry at any regular or special meeting, nor without the consent of the Bishop of the Diocese of Southwest Florida, acting with the advice and consent of the Standing Committee of the Diocese of Southwest Florida and the consent of the Diocesan Council of the Diocese of Southwest Florida. No real property held by the Corporation shall be encumbered or sold except with the approval of a majority of the whole Vestry at any regular or special meeting and with the consent of the Diocesan Council of the Diocese of

Southwest Florida. All conveyances and other instruments in the name of the Corporation shall be signed in the Corporate name by the Rector, if there be one, and by the Wardens, under the common seal of the Corporation. The signatures of the Wardens being sufficient if there be no Rector.

ARTICLE X

The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall be duly dissolved by law.

ARTICLE XI

In the case of the dissolution of the Corporation, all of its property on the winding up of its affairs shall vest in the Corporation known as the Diocese of Southwest Florida, in trust to hold and convey the same to and for some existing or future congregation, or for members of The Episcopal Church in the Diocese of Southwest Florida, in accordance with the Constitution and Canons of the Episcopal Church and to and for no other purposes.


These Articles of Incorporation may be amended at a meeting of the members of the Corporation, duly called and convened for such purpose, and if approved by a majority of the members present and voting, the amendment shall be submitted to the Bishop and to the Standing Committee of the Diocese, and if it be approved by them, it shall be and form part of said Articles of Incorporation upon filing with the Secretary of State of the State of Florida.

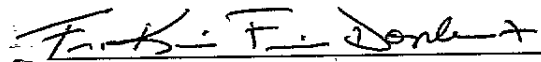
These Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation on February 13, 2000, and by the Vestry, serving as the Board of Directors of the Corporation, on January 10, 2000.

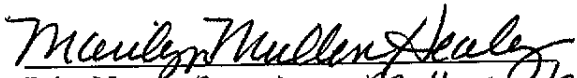
Witness our hands and seals this 16<sup>th</sup> day of February, 2000.

WITNESSES:

RECTOR

  
Print Name: Matt A. Valces

  
The Rev. Kevin Francis Donlon

  
Print Name: Marilyn Mullen Healey



*Matt A. Valaes*  
Print Name: Matt A. Valaes

*Marilyn Mullen Healy*  
Print Name: Marilyn Mullen Healy

*Matt A. Valaes*  
Print Name: Matt A. Valaes

*Marilyn Mullen Healy*  
Print Name: Marilyn Mullen Healy

SENIOR WARDEN

*David Healy*  
David Healy

JUNIOR WARDEN

*William W. Pepper*  
Print Name: William W. Pepper

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me by Rev. Kevin Francis Donlon as Rector; David J. Healy as Senior Warden; and William W. Pepper as Junior Warden of ST. MARY'S EPISCOPAL CHURCH OF TAMPA, FLORIDA, INC., a Florida corporation, on behalf of said corporation. They are personally known to me and did not take an oath, this 16<sup>th</sup> day of February, 2000.

My Commission Expires:

*Suzan H. Pruiett*  
Notary Public  
Print Name: SUZAN H. PRUIETT  
Commission No. \_\_\_\_\_

