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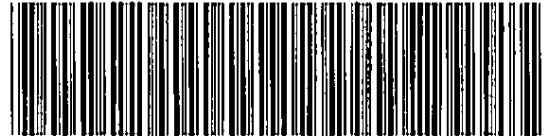
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STRALEY ROBIN VERICKER

Attorneys At Law

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November 23, 2020

Via Federal Express

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

Re: **St. Mary's Episcopal Church of Tampa, Florida, Inc.,**
a Florida Not For Profit Corporation
Document Number 739879

Dear Sir or Madame:

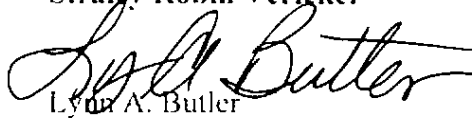
The enclosed Amended and Restated Articles of Incorporation of St. Mary's Episcopal Church of Tampa, Florida, Inc. (the "**Amended Articles**") and fees are submitted for filing. Enclosed is a check in the amount of \$52.50 to cover the filing fee, Certificate of Status, and a Certified Copy of the Amended Articles. Enclosed are an extra copy of the Amended Articles for certifying, along with a pre-paid Federal Express envelope for returning the Certified Copy and Certificate of Status.

Please return all correspondence to Mark K. Straley, c/o Straley Robin Vericker, 1510 W. Cleveland Street, Tampa, Florida 33606. If you have any questions, please contact us at our office number listed above.

Thank you for your assistance in this matter.

Sincerely,

Straley Robin Vericker



Lynn A. Butler

Florida Registered Paralegal

Enclosures
cc: Mark K. Straley

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. MARY'S EPISCOPAL CHURCH OF TAMPA, FLORIDA, INC.

Preamble

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 in the United States of America, hereby file these Amended and Restated Articles of Incorporation.

The Amendments included in these Amended and Restated Articles of Incorporation were adopted pursuant to the requirements of Florida law, and the Constitution and Canons of both the Protestant Episcopal Church in the United States of America (the "Episcopal Church") and the Diocese of Southwest Florida Incorporated (the "Diocese").

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be St. Mary's Episcopal Church of Tampa, Florida, Inc. (the "Corporation" or the "Church"). The principal office of the Corporation is located at 4311 West San Miguel Street, Tampa, Hillsborough County, Florida 33629.

ARTICLE II
PURPOSE AND MISSION

A. The general nature, purpose, and mission of the Corporation are the support of the public worship of Almighty God, according to the faith and discipline of the Episcopal Church, and of the Diocese. The Corporation acknowledges itself to be a member of and to belong to the Episcopal Church and to the Diocese. As such the Corporation accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Episcopal Church, and the Constitution and Canons of the Diocese (together, the "Constitution and Canons of the Episcopal Church").

B. Additionally, St. Mary's Episcopal Day School, Inc. (the "School") is an integral part of the life, mission, and work of the Church and as such shall be operated in accordance with the fundamental principles established by the Vestry of the Church, governed by the Constitution and Canons of the Episcopal Church.

C. The Corporation shall operate exclusively as a charitable, religious, and educational corporation pursuant to Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or under any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE III
MEMBERSHIP

A. The members of the Corporation shall be all members of the Congregation of the Church who may be qualified voters at parish elections for members of the Vestry under the Constitution and Canons of the Episcopal Church regulating the subject in the Diocese, and said members shall be entitled to vote upon all questions which may properly come before any meeting of the Corporation.

B. No person who shall disclaim or refuse conformity with and obedience to the Constitution, Canons, Doctrine or Worship of the Episcopal Church or of the Diocese (1) may be a member of this Corporation, or (2) may be eligible for membership therein; and accordingly no such person may 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
VESTRY AND OFFICERS

A. Church Leadership. The officers by whom all the affairs of the Corporation are to be managed shall be (1) the Priest in charge and (2) a body of laity composed of no fewer than nine (9) and no more than twelve (12) 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."

B. The Rector. The Rector shall be elected by the Vestry, subject to the approval of the Bishop of the Diocese. The Rector shall serve as President and a Director of this Corporation and shall serve as President of the School, and shall be a voting member of each of the Vestry, the Board of Trustees of the School, and the Executive Committee of the School. 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. When present, the Rector shall preside at all Corporation meetings, at all Vestry meetings, at all meetings of the Board of Trustees of the School, and at all meetings of the Executive Committee of the School. Further, the Rector shall have all other duties and privileges as set forth in the Constitution and Canons of the Episcopal Church.

C. The Vestry.

1. Election to a Term. Each Vestry member shall be chosen to serve a three-year term 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, no later than ninety (90) days after January 1st of each calendar year. In such election, a majority of the votes shall be necessary to fill each vacancy on the Vestry.

2. Filling Vestry Vacancy. Further, the Vestry, by a majority vote of those Vestry members present and voting at a duly convened meeting, shall have the power to fill all vacancies which may occur during an unexpired three-year term. Any Vestry member so elected shall hold office for the full remaining unexpired term of the former

Vestry member whose position is being filled. Once the term of a replacement Vestry member elected pursuant to this sub-article IV.C.2. expires, such replacement Vestry member shall be eligible to be elected as a Vestry member for a full three-year term at the next annual meeting of the Corporation.

3. Qualifications. Any person elected pursuant to this Article IV shall meet all other qualifications as set forth in the applicable Church Bylaws, as well as the Constitution and Canons of the Episcopal Church.

4. Oath of the Vestry. 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.

5. Required Vestry Officers. At the first meeting of the Vestry after the annual meeting each year, the Rector shall appoint a Senior Warden and the Vestry shall elect a Junior Warden, each to serve a one-year term, and each to serve as a Director of the Corporation. The Senior Warden shall occupy the position of and shall carry out the duties of Vice President of the Corporation, shall have defined responsibilities related to the operation and administration of the School, including serving as an *ex officio* Trustee of the Board of Trustees of the School, and shall be a member of the Executive Committee of the School and of such other committees as may be deemed appropriate. The Vestry shall also elect a Treasurer and a Secretary, each of whom shall be a Director of the Corporation.

6. Terms of Office. The term of office of each member of the Vestry shall be three (3) years; provided, however, that the term of office of one-third of the membership 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, with the exception of members elected or appointed to fill a mid-term vacancy on the Vestry.

7. Vestry Privileges and Duties. The privileges and the duties of the Rector, the Wardens, and the Vestry, as individual members and as a collegial body, shall be as provided by the Constitution and Canons of the Episcopal Church.

ARTICLE V **CHANCELLOR**

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 the School. He or she shall be a member of the Corporation, but he or she need not be a member of the Vestry. If, however, there is no member of the Corporation either qualified or willing to serve as Chancellor, with the advice and consent of the Vestry, the Rector shall appoint a qualified Chancellor who is a member of another Episcopal Church in the Diocese.

ARTICLE VI **BYLAWS**

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, or rescinded by a majority vote of the total number of Vestry members.

ARTICLE VII **REAL PROPERTY OF THE CORPORATION**

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 entire membership of the Vestry at any regular or special meeting, nor without the consent of the Bishop of the Diocese and the consent of the Diocesan Council of the Diocese. No real property held by the Corporation shall be encumbered or sold except with the approval of a majority of the entire membership of the Vestry at any regular or special meeting and with the consent of the Bishop and the Diocesan Council of the Diocese. In addition, the approval of the Standing Committee is required prior to the conveyance, transfer or encumbrance, in whole or in part, of any interest in any real property that has been designed or used for regular services of worship, whether or not consecrated, and that is owned or controlled by the Diocese, or a Congregation, or a Related Organization. All conveyances and other instruments in the name of the Corporation shall be signed in the Corporate name by the Rector, if there is one, and by the Wardens, under the common seal of the Corporation. The signatures of the Wardens shall be sufficient if there is no Rector.

ARTICLE VIII **TERM OF THE CORPORATION**

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 IX **MISCELLANEOUS PROVISIONS**

A. Dissolution of the Corporation. 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 Incorporated, as it may be renamed from time to time, in trust to hold and convey the same to and for some existing or future congregation, or for members of the Diocese.

in accordance with the Constitution and Canons of the Episcopal Church and to and for no other purpose.

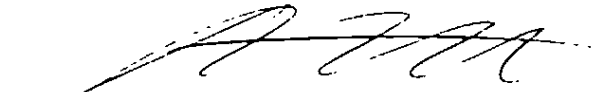
B. Amendment of These Articles of Incorporation. These Articles of Incorporation may be amended at a meeting of the members of the Corporation, duly called and convened for such purpose, and if approved by a majority of the members present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Council 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.

C. History of These Articles of Incorporation. The Amended and Restated Articles of Incorporation were duly 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. These Amended and Restated Articles of Incorporation were amended by the Vestry on January 14, 2020, at a duly assembled and constituted Vestry Meeting, and by the Members of the Corporation present at the Annual Meeting on January 26, 2020. A further procedural clarification was inserted in Article VII at the request of the Diocesan Chancellor, which was approved by the Vestry on March 31, 2020, and by the Members of the Congregation present at a Special Meeting on September 8, 2020.

Witness our hands and seals this 10th day of September, 2020.

WITNESSES:

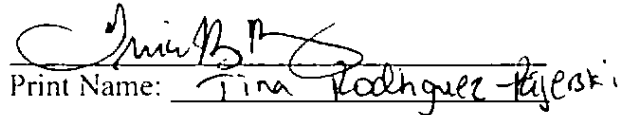
RECTOR



Print Name: DEBRA SNIETANSKI

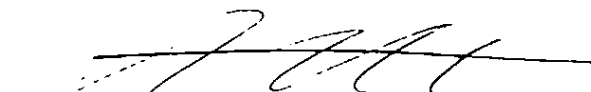


The Rev. Eric Kahl



Print Name: Tina Rodriguez-Pajestki

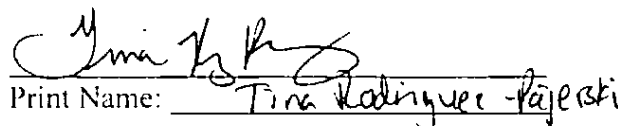
SENIOR WARDEN



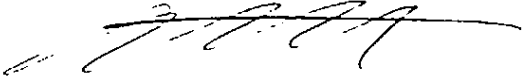
Print Name: DEBRA SNIETANSKI



R. Craig Mayfield

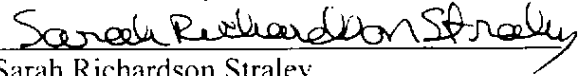


Print Name: Tina Rodriguez-Pajestki

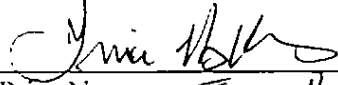


Print Name: DEBRA SMETANSKI

JUNIOR WARDEN



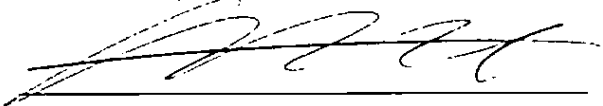
Sarah Richardson Straley



Print Name: Tina Rodriguez-Payek

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

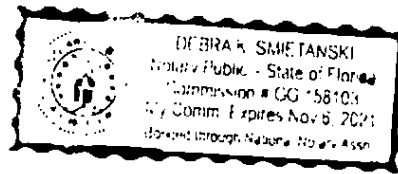
The foregoing Amended and Restated Articles of Incorporation document was acknowledged before me by Rev. Eric Kahl as Rector; R. Craig Mayfield as Senior Warden; and Sarah Richardson Straley as Junior Warden of ST. MARY'S EPISCOPAL CHURCH OF TAMPA, FLORIDA, INC., a Florida corporation, on behalf of said corporation. They are personally known to me and did not take an oath this 10th of September, 2020.



Notary Public

My Commission Expires:

IMPRESS STAMP

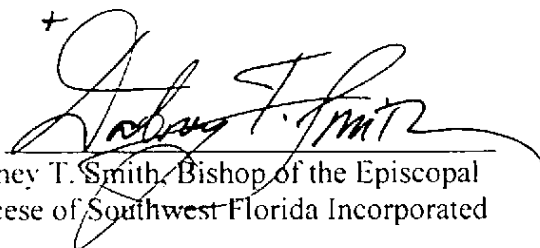


ANNEXED CONSENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ST. MARY'S EPISCOPAL CHURCH OF TAMPA, FLORIDA, INC.

Acting pursuant to the provisions of Article IX (formerly Article XI), paragraph B of the foregoing Amended and Restated Articles of Incorporation of St. Mary's Episcopal Church of Tampa, Florida, Inc., a Florida Not For Profit Corporation (the "Corporation"), the Diocesan Council of the Episcopal Church of Southwest Florida Incorporated hereby consents to the action taken by the Vestry and members of the Corporation to amend and restate the Articles of Incorporation of the Corporation in the manner set forth in the document to which this Consent is annexed.

Date: 11/6/20

Diocesan Council of the Episcopal
Diocese of Southwest Florida Incorporated

By:  +
Dabney T. Smith, Bishop of the Episcopal
Diocese of Southwest Florida Incorporated