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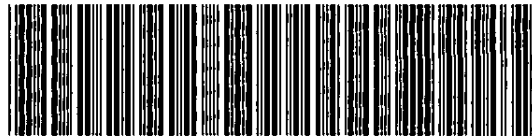
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2010 MAR -2 A 9: 31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3-8-10*

Robert E. Gunn  
12286 Quercus Lane  
Wellington, FL 33414-4126  
Tel. 561-793-4836  
Fax 561-422-3985  
E-mail: gunnrobert@comcast.net

February 22, 2010

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

~~SECRET~~  
112/24/10 01035 001 17.50

Re: Restated Articles of Incorporation of Holy Spirit Episcopal Church, Inc. a Florida not-for-profit corporation

Dear Madam/Sir:

Please record the enclosed Articles of Incorporation and return to me two certified copies of the document.

I am enclosing my check for \$17.50 for the copies requested. If you need anything further, please contact me, preferably by e-mail.

Very truly yours,



Robert E. Gunn

cc: Holy Spirit Episcopal Church

RECEIVED  
2010 MAR -2 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Robert E. Gunn  
12286 Quercus Lane  
Wellington, FL 33414-4126  
Tel. 561-793-4836  
Fax 561-422-3985  
E-mail: gunnrobert@comcast.net

March 3, 2010

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

ATTN: Thelma Lewis

Re: Restated Articles of Incorporation of Holy Spirit Episcopal Church, Inc. a Florida not-for-profit corporation

Dear Ms. Lewis:

In response to your telephone call, I am enclosing my check in the amount of \$35.00 to pay the recording fee for the above document. Please now record the Restated Articles of Incorporation and return to me two certified copies of the document. I previously sent you my check for \$17.50 for the certified copies.

I apologize for my oversight. Thank you for bringing this to my attention.

If you need anything further, please contact me.

Very truly yours,



Robert E. Gunn

RECEIVED  
2010 MAR -5 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

OF

HOLY SPIRIT EPISCOPAL CHURCH, INC.  
(A Florida Corporation Not-for-Profit)

FILED

2010 MAR -2 A 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Holy Spirit Episcopal Church,<sup>Inc.</sup> a Florida corporation not-for-profit, as previously amended, are hereby further amended and restated to read, in their entirety, as follows:

ARTICLE I. NAME. The name of this Corporation (otherwise know as the "parish") shall be Holy Spirit Episcopal Church,<sup>Inc.</sup> a Florida not-for-profit corporation.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of business and the mailing address of this Corporation shall be:

Holy Spirit Episcopal Church, Inc.  
1003 Allendale Road  
West Palm Beach, FL 33405

ARTICLE III. MISSION AND PURPOSE. The mission and purpose of the Corporation shall be to share in the mission of the one, holy, catholic and apostolic Church, to restore all people to unity with God and each other in Christ within the Anglican Communion as a parish of the Diocese of Southeast Florida (the "Diocese") in the Episcopal Church in the United States of America (the "Episcopal Church") by establishing a Christian community of love and service as we

glorify God in worship, nurture one another in the knowledge and love of the Lord, share our life in Christ with all seekers of God, and serve Christ in our time and place according to God's call to us.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS; QUALIFICATION FOR MEMBERS.

A. The Board of Directors (also known as the "Vestry") of the Corporation shall have nine (9) members initially. The number of Vestry members may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5). The members of the Vestry shall be chosen by ballot at the annual meeting of the members (or "electors") of the Corporation which shall be held within sixty (60) days before or on January 31 in each calendar year, and in such elections a majority of the votes shall be necessary to elect. In addition, the Rector of the parish shall be an ex officio member and president of the Vestry with the right to vote.

B. The term "electors" shall mean those persons who are qualified voters at the elections for members of the Vestry under the canons of the Diocese.

ARTICLE V. TRANSACTIONS RELATING TO REAL PROPERTY. The Corporation shall not encumber, sell, alienate, transfer or convey real property except as provided by the canons of the Diocese.

ARTICLE VI. REGISTERED AGENT AND STREET ADDRESS. The Registered Office of the Corporation is located at the address stated in Article II, above. The Registered Agent

is Robert E. Gunn. The Resident Agent's address is 12286 Quercus Lane, Wellington, FL 33414.

ARTICLE VII. AUTHORITY OF THE EPISCOPAL CHURCH AND THE DIOCESE.

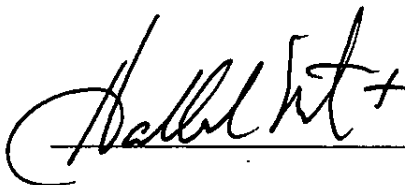
The Corporation shall be a member of and belong to the Episcopal Church and to the Diocese, and shall be subordinate and subject to the constitution, canons and doctrines of the Episcopal Church and to the constitution and canons of the Diocese. No person who shall disclaim or refuse conformity to such constitutions, canons or doctrine 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, concerned, or connected with this Corporation.

ARTICLE VIII. ACTIVITIES NOT PERMITTED. Notwithstanding any other provision of these articles, the Corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the current Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("the Code") or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

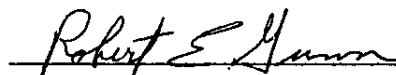
ARTICLE IX. DISSOLUTION. In the case of the dissolution of the Corporation, all of its residual assets shall be distributed to the Diocese or, if it is not then an organization described in each of sections 501(c)(3) and 170(c) of the Code, to the Episcopal Church or, if it is not then such an organization, to an organization which is so described as shall be designated by the last Vestry of this Corporation.

ARTICLE X. AMENDMENTS. The Articles of Incorporation may be amended at any time by majority vote of the electors at its annual meeting or at a special meeting called for that purpose in accordance with any applicable provisions in the Bylaws adopted by the Vestry, and as approved by the Bishop, the Executive Board and the Standing Committee of the Diocese.

The above Restated Articles of Incorporation were duly adopted by the electors (members) of the Corporation at its annual meeting held on this 24 day of JANUARY, 2010.



The Rev. Hallock Martin  
Rector and Presiding Officer



Robert E. Gunn  
Senior Warden and President

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: Jan. 24, 2010




Robert E. Gunn, Resident Agent

APPROVAL BY THE DIOCESE

Pursuant to the provisions of the canons of the Diocese, the foregoing Restated Articles of Incorporation of Holy Spirit Episcopal Church are hereby approved:

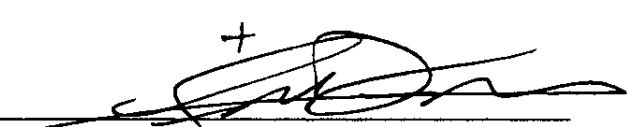
THE BISHOP

  
The Right Reverend Leopold Frade, Bishop of the  
Diocese of Southeast Florida

Dated: 2/2/2010

THE EXECUTIVE BOARD

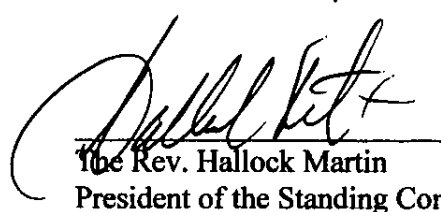
Duly approved by majority vote of the Executive Board of the Diocese of Southeast Florida at its meeting held on the 2 day of February, 2010.

  
The Right Reverend Leopold Frade, Chairman of  
The Executive Board

Dated: 2/2/2010

THE STANDING COMMITTEE

Duly approved by majority vote of the Standing Committee of the Diocese of Southeast Florida at its meeting held on the 18th day of February, 2010.

  
The Rev. Hallock Martin  
President of the Standing Committee

Dated: 2/18/2010