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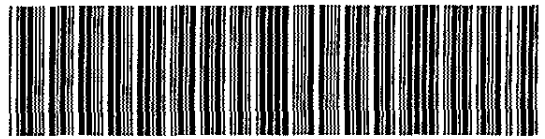
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*Amend
T. Lewis 6/30/03*

FILED
03 JUN 30 AM 10:03
SECRETARY OF STATE
HALLMARKS BLDG
TALLAHASSEE, FLORIDA

Roosa, Sutton, Burandt, Adamski & Roland, LLP

Attorneys and Counselors at Law

Richard V.S. Roosa
Larry D. Sutton
Robert B. Burandt
Robert C. Adamski
Ty G. Roland

1714 Cape Coral Parkway East
Cape Coral, Florida 33904

Telephone: (239) 542-4733
Facsimile: (239) 542-9203

June 23, 2003

Thelma Lewis
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Holy Theotokos Monastery, Inc.

Dear Ms. Lewis:

In response to your correspondence of June 2, 2003, a copy of which is enclosed for your reference, please find enclosed an original Memorandum of Meeting along with the original and one copy of the Amended Articles of Incorporation for re-submission as well as three extra copies to be certified and returned.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact my office.

Sincerely yours,



Robert B. Burandt

RBB/bh
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2003

ROBERT B. BURANDT, ESQ.
ROOSA, SUTTON, BURANDT, ADAMSKI, ET AL
1714 CAPE CORAL PARKWAY EAST
CAPE CORAL, FL 33904

SUBJECT: HOLY THEOTOKOS MONASTERY, INC.
Ref. Number: 747549

We have received your document for HOLY THEOTOKOS MONASTERY, INC. and check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 703A00034585

Roosa, Sutton, Burandt, Adamski & Roland, L.L.P.

Attorneys and Counselors at Law

1714 Cape Coral Parkway East
Cape Coral, Florida 33904

Telephone: (941) 542-4733
Facsimile: (941) 542-9203

Richard V.S. Roosa
Larry D. Sutton
Robert B. Burandt
Robert C. Adamski
Ty G. Roland

May 27, 2003

Department of State
Attn: Incorporation Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended Articles of Incorporation of Holy Theotokos Monastery, Inc.
Articles of Incorporation of Saint Nicholas Monastery, Inc.

Dear Sir or Madam:

Please find enclosed an original and four copies of the Amended Articles of Incorporation of Holy Theotokos Monastery, Inc., and the original and four copies of the Articles of Incorporation of Saint Nicholas Monastery along with a check in the amount of \$166.25 to cover the filing and certified copy charges. In addition to the normal filing of the articles, please provide three (3) certified copies for each corporation.

Thank you for your assistance in this matter cooperation in this regard and if you have any questions or concerns, please feel free to contact my office.

Sincerely yours,

Robert B. Burandt

Robert B. Burandt

Signed in his absence to avoid delay

RBB\bh
Enclosures

HOLY THEOTOKOS MONASTERY, INC.
MEMORANDUM OF MEETING

FILED
03 JUN 30 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This matter came before the members on May 22, 2003, to approve The Amended Articles of Incorporation of Holy Theotokos Monastery, Inc. By unanimous vote, the Amended Articles were approved by the members.

Date: 23 June 2003

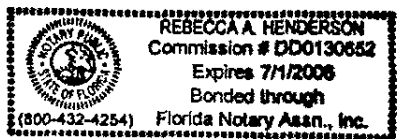
Archimandrite John R. Lewis
Archimandrite John R. Lewis, President

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared John R. Lewis, Archimandrite of Holy Theotokos Monastery, who is personally known to me and who did take an oath, and who acknowledged the he executed the foregoing this 23rd day of June, 2003.

Commission Expiration:

Rebecca A. Henderson
Rebecca A. Henderson, Notary Public



~~REVISED~~

**ARTICLES OF INCORPORATION
OF
HOLY THEOTOKOS MONASTERY, INC.**

The undersigned, acting as incorporators for the purposes of forming a Corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Florida Statute 617 providing for formation, liability, rights, privileges and immunities of a Corporation Not For Profit.

ARTICLE I

The name of the Corporation shall be **Holy Theotokos Monastery, Inc.**

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

To establish the Holy Theotokos Monastery, Inc., under the patronage of our all-holy Lady, the Theotokos and ever-virgin Mary: The Joy of All That Sorrow [feast day, October 24th on the ecclesiastical or Julian calendar], to transplant, further and perpetuate Eastern Orthodox Christian monasticism and the Orthodox Christian faith in the United States of America; to maintain, propagate, practice and perpetuate forever the teachings, worship, life and divine and heavenly Mysteries with which God so lovingly has graced us, in perfect conformity to and unity with the faith, doctrines, laws, practice, discipline, ritual, tradition and usages of the one, holy, catholic and apostolic Church of Christ--the Eastern Orthodox Church (i.e., the Greek Orthodox Church), and therein to cultivate and to further Orthodox Christian faith, piety and worship, by such means and in such ways as God may appoint. Also to engage in charitable, social and educational work and any other activities or businesses permitted under the laws of the United States of America and of the State of Florida, which shall advance the purposes of this Corporation.

ARTICLE III

The Typikon of the Monastery shall be that commonly used on the Holy Mountain of Athos, namely the "Typikon of the Ecclesiastical Akolouthias of the Holy Lavra at Jerusalem of our Venerable and God-bearing Father Sabbas" [1545 edition], the one deriving from Saint Sabbas Monastery near Bethlehem in Judæa, with any modifications made to enable the Monastery to carry out its special work. The Monastery shall follow the liturgical usage of Saint Paul's Monastery on the Holy Mountain of

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TALLAHASSEE, FLORIDA

Athos, with certain modifications. The Monastery shall follow the ecclesiastical calendar of the Eastern Orthodox Church, namely the historical Julian calendar, also called the Old Style calendar. English shall be the liturgical language of the Monastery within the United States of America. Any metochion (branch monastery or dependency, a real estate entity belonging to the Monastery, with supporting buildings and othe institutions) established outside the continental United States of America shall use as its liturgical language the language of the members of its community.

ARTICLE IV

Membership in the Corporation shall solely be obtained as follows:

1. Any Eastern Orthodox Christian man (that is, adult male of legal age according to the civil statute) who, after sufficient trial and instruction, shall receive the Great and Angelic Schema (Great Schema monk [*Megaloschemos*], or perfect monk, the highest grade of the three grades of monasticism) from or in the presence of the Hegumen (Abbot) of the Monastery, according to the sacred rites prescribed by the Eastern Orthodox Church or who, having received the Great and Angelic Schema elsewhere, be accepted by the Hegumen of the Monastery, shall be a Member of the Corporation.

2. If at any time there be no monks having the Great and Angelic Schema within the Monastery, then any Rasophore (Beginner monk [*Rasophoros*] or imperfect monk, the lowest grade of the three grades of monasticism) or any Stavrophore (Little Schema monk [*Mikroschemos*], or proficient monk, the intermediate grade of the three grades of monasticism), being a part of the Monastery's community—either by having been tonsured there or, having been tonsured elsewhere, by having been accepted by the Hegumen of the Monastery—is to be considered as a Member of the Corporation.

3. No Member of the Corporation shall own, possess or have title to any private or personal property, whether real or other.

4. No Member of the Corporation shall receive any stipend, wages or profits from the Corporation.

5. The Hegumen may remove at will any Member of the Corporation and expel him (or any layman, lay brother, monastic probationer [novice] or monk) from the Monastery for heresy, apostasy, immorality, breaches of monastic rules, disrespect, untruthfulness, stubbornness, refusal to obey the Hegumen or those in authority, in spite of admonition, or for serious or unrepented addictions, passions, behavior or sins. Any Member thus removed from the Corporation and expelled from the Monastery loses all rights of membership in the Corporation and has no claim whatsoever upon the Corporation for work performed for the Monastery, for donations made to the Corporation or for any other reason.

ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The principle place of business of the Corporation shall be 111 Evergreen Road, North Fort Myers, Florida 33903-3830, with the privileges of having metochia (branch monasteries or dependencies, real estate entities belonging to the Monastery, with supporting buildings and other institutions) at any place within or without the State of Florida as the Hegumen may deem advisable. The Registered Office of the Corporation shall be at 111 Evergreen Road, North Fort Myers, Florida 33903-3830. The Registered Agent shall be the Secretary of Holy Theotokos Monastery, Inc., or a Member of the Corporation appointed by the Hegumen, and the Registered Office for service of process shall be at 111 Evergreen Road, North Fort Myers, Florida 33903-3830, United States of America.

ARTICLE VII

For the purpose of complying with the Florida Statute 617.013:2h, the Corporation's Board of Directors shall consist of three members: the Hegumen of Holy Theotokos Monastery, Inc., who, *ex officio*, shall be Chairman of the Board of Directors and President of the Corporation, and two other Directors appointed by him to serve at his discretion. All members of the Board of Directors should be citizens of the United States of America.

ARTICLE VIII

The names and post office addresses of the current Directors shall be:

NAMES	POST OFFICE ADDRESSES
Archimandrite John R. Lewis, Hegumen, Chairman of the Board of Directors	4181 Silver Sword Court North Fort Myers, Florida 33903-3859
Father Mark R. Kerr, Hieromonk, Economos	111 Evergreen Road North Fort Myers, Florida 33903-3830
Father George J. Townsend Hieromonk, Pnevmatikos	4181 Silver Sword Court North Fort Myers, Florida 33903-3859

ARTICLE IX

The names and post office addresses of the Officers of the Corporation, who shall hold office until their successors are appointed and qualified, shall be:

NAMES	POST OFFICE ADDRESSES
Archimandrite John R. Lewis, Hegumen, President	4181 Silver Sword Court North Fort Myers, Florida 33903-3859
Father Mark R. Kerr, Secretary-Treasurer	111 Evergreen Road North Fort Myers, Florida 33903-3830
Father George J. Townsend Director	4181 Silver Sword Court North Fort Myers, Florida 33903-3859

ARTICLE X

The names and post office addresses of the original Incorporators of these Articles of Incorporation are:

NAMES	POST OFFICE ADDRESSES
Archimandrite John R. Lewis, Hegumen, Chairman of the Board of Directors	4181 Silver Sword Court North Fort Myers, Florida 33903-3859
Father Mark R. Kerr, Hieromonk	111 Evergreen Road North Fort Myers, Florida 33903-3830
J. Richard Staley	700 South Volusia Avenue Orange City, Florida 32763

ARTICLE XI

As pertaining to the government of the Corporation:

1. The government of the Corporation and the execution of its rights and powers shall be vested in the Hegumen (Abbot) of the Monastery who shall hold his office for life or until his voluntary resignation.

2. In spiritual matters, this Monastery shall be adherent to the Eastern Orthodox Christian ecclesiastical jurisdiction recognized by the Hegumen of Holy Theotokos Monastery, Inc.

3. The successor of the first and present Hegumen of the Monastery, and all his successors thereafter, shall be determined by the majority vote of the Members of the Corporation, on a secret ballot, at a meeting to be held within three days time after

the repose or voluntary resignation of the ruling Hegumen.

4. If the Hegumen is prevented by illness or injury or by other circumstances from exercising his office, and during the time between the repose or voluntary resignation of a Hegumen and the election of his successor, the government of the Corporation shall be exercised by the monk previously designated by the Hegumen, the Deputy [*locum tenens*], or, if a designation shall not have been made, then by the senior monk of the Monastery. Seniority is to be determined by the number of years a man has been a monk of Holy Theotokos Monastery, Inc. If the senior monk not be in full possession of his faculties, then an Extraordinary Meeting of the Corporation shall be called by the Secretary within twenty-four hours of the illness or injury or any circumstance which prevents the Hegumen from exercising his office, or upon the repose or voluntary resignation of a Hegumen, and the monk receiving the majority vote shall be elected as Deputy [*locum tenens*].

5. The Hegumen may appoint a Council of Elders [*Gerontia*] consisting of such officers as he deems necessary for the management of the affairs of the Corporation. The executive and spiritual authority of the Hegumen is exercised by him alone, independent of any consensus of the Council of Elders, who are appointed by him and act only with his approval and blessing.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by Statute, the Corporation shall have and may exercise the following powers:

1. If the Bylaws so provide, the Corporation shall have power to hold meetings of Members and the Hegumen, either within or without the State of Florida, at such places as may, from time to time, be designated by the Hegumen.

2. Meetings of the Hegumen and the membership may be held upon such notice thereof as may be set forth in the Bylaws of the Corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the Bylaws of the Corporation shall not prevent, and nothing therein shall be construed as prevention of, the Hegumen or any Member from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the Bylaws of this Corporation consistent therewith.

3. The Corporation, in its Bylaws, may confer upon the Hegumen powers additional to the foregoing and to the powers and authorities expressly conferred him by the Statute.

4. It shall be necessary for any and all Officers to be Members of the Corporation.

5. The annual meeting of the Members shall be held on such day as may be fixed by the Bylaws of the Corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide, and the manner of calling meetings of the Hegumen and Members may be fixed by the Bylaws

6. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and in the Bylaws, in the manner now or hereafter prescribed by Statute, and all rights conferred on Members

herein are granted subject to this reservation, except where contrary to the faith, tradition, practice, teachings or canons of the Eastern Orthodox Church (i.e., the Greek Orthodox Church).

ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of this Corporation and for creating, dividing, limiting and regulating the powers of this Corporation, its Hegumen, its Members and Officers, are hereby adopted as a part of these Articles of Incorporation.

1. All decisions of the Corporation are final only with the approval and blessing of the Hegumen.

2. This Corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint-venture or otherwise, with any person, firm, corporation of any other entity now carrying on or contemplating carrying on any business that this Corporation has direct or incidental authority to pursue.

3. This Corporation shall have the power to amend, alter, change or repeal any provisions of these Articles of Incorporation and of the Bylaws, as from time to time amended, in form or substance when proposed and approved by its Hegumen and approved at any meeting of the Members of no less than a majority thereof entitled to vote.

4. This Corporation may, in its Bylaws, confer powers upon its Hegumen in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by Statutes of the State of Florida.

5. This Corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Hegumen.

6. This Corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, personal or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, that may be promoters, officers, or the Hegumens of this Corporation, and each Member of this Corporation shall be deemed, by reason of his having become such, to have waived any and all objections to such acquisition of shares, stocks, bonds, debentures and other securities, obligations or property, real, personal or mixed, and to have agreed that no promoter, Officer or Hegumen shall be liable to account to this Corporation for any profit or benefit derived by him by reason of such transaction.

7. The Monastery Corporation is the sole owner of all Monastery properties, assets and funds, to the exclusion of all other ecclesiastical jurisdictions, bodies, institutions, entities and authorities.

8. Notwithstanding anything contained herein to the contrary if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenant, provision, phrase or other element is held to be in contravention of any of the Florida

Statutes or any other law, such holding shall not be deemed to effect, alter, modify or impair in any manner whatsoever, any of the terms, covenants, provisions, phrases or other elements of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporators of these Articles of Incorporation.

ARTICLE XIV


No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this Corporation all of its assets remaining after payment of all costs and expenses of such abolishment shall be distributed to Saint Nicholas Monastery, 1340 Piney Road, North Fort Myers, Florida 33902-3822, if it be in existence, or to an Eastern Orthodox Church entity that is qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any Member, Officer or Hegumen of this Corporation. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law. No sacred vessel or object, saint's relic, icon, liturgical vestment or ecclesiastical item of this Corporation may be given or sold to any non-Orthodox Christian religious body or person or to any Federal, State or local governmental authority, but must be distributed to an Eastern Orthodox Church entity that is qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 22nd day of May, 2003.



Archimandrite John R. Lewis,
President

[Corporate Seal]



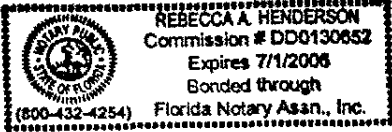
Hieromonk Mark R. Kerr,
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared John R. Lewis, Archimandrite of Holy Theotokos Monastery, who is personally known to me and who did take an oath, and who acknowledged the he executed the foregoing this 22nd day of May, 2003.

Commission Expiration:

Rebecca A. Henderson
Rebecca A. Henderson, Notary Public

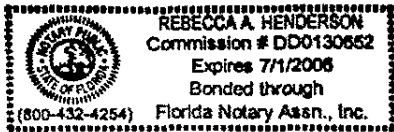


STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared Father Mark R. Kerr, Hieromonk of Holy Theotokos Monastery, who is personally known to me and who did take an oath, and who acknowledged the he executed the foregoing this 22nd day of May, 2003.

Commission Expiration:

Rebecca A. Henderson
Rebecca A. Henderson, Notary Public



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

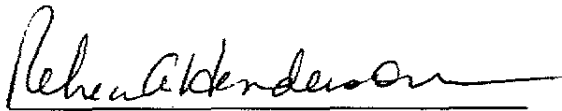


Father Mark R. Kerr, Hieromonk of Holy Theotokos Monastery, Registered Agent
111 Evergreen Rd.
N. Ft. Myers, FL 33903-3830

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared Father Mark R. Kerr, Hieromonk of Holy Theotokos Monastery, who is personally known to me and who did take an oath, and who acknowledged the he executed the foregoing this 22nd day of May, 2003.

Commission Expiration:


Rebecca A. Henderson, Notary Public