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St. Philips Episcopal Church
165 N.W. 15th Street
Company Beach, Florida 33060

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

ST. PHILIP'S EPISCOPAL CHURCH
465 N.W. 15TH STREET
POMPANO BEACH, FL 33060

SUBJECT: ST. PHILIP'S EPISCOPAL CHURCH OF POMPANO BEACH, INC.
Ref. Number: W99000028363

We have received your document for ST. PHILIP'S EPISCOPAL CHURCH OF POMPANO BEACH, 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):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 099A00058470

F A X I M I L E T R A N S M I S S I O N

TO: Mr. Robert Gunn, Chancellor
Diocese of Southeast Florida
FAX # (561) 650-8530

FROM: The Rev;d Samuel S. Thomas, Ph. D.+
Saint Philip's Church, Pompano Beach
c/o St. Christopher's - (954) 467-6663

DATE: December 21st, 1999

RE: Articles of Incorporation - Saint Philip's Church

Dear Mr. Gunn:

It was good to talk to you this morning pertaining to the Articles of Incorporation for Saint Philip's Church, Pompano Beach and to learn that we are not alone with the problems pertaining to them. Thank you for your time and assistance.

We had taken the Articles, almost verbatim, from other Articles of Incorporation that we understood had been approved. Accordingly, we anticipated that Article VI - Management would cover the needs and requirements mentioned in the third paragraph of the letter of December 13th, 1999 from Theresa Brown, Corporate Specialist of the Florida Department of State.

Regarding a street address for the Registered Agent (myself), this address is:

The Rev'd Samuel S. Thomas+
4908 North West 44th Avenue
Tamarac, Florida 33319

The returned documents from the State did not include the pages pertaining to the Registered Agent; I am forwarding to you only the materials they have submitted to Saint Philip's - and all of them that were given to me.

Please let me know of any other requirements that we need to meet, or whatever else we should do pertaining to getting the Articles of Incorporation for Saint Philip's Church, Pompano Beach registered with the State of Florida. Please also accept our thanks in advance for your assistance with this matter and my best wishes for a Merry and Blessed Christmas.-----

NUMBER OF PAGES, INCLUDING THIS PAGE - Ten (10)

SAINT PHILIP'S EPISCOPAL CHURCH
OF POMPANO BEACH
465 North West 15th Street
Pompano Beach, Florida

33060
St. Christopher's Episcopal Church

MAILING ADDRESS:
P.O. BOX 8541
FORT LAUDERDALE, FL 33310

318 NORTHWEST SIXTH AVENUE
FORT LAUDERDALE, FLORIDA

TELEPHONE
OFFICE 954-67-6663
RECTORY 954-733-7093

~~THE REVEREND SYLVANUS REGIS FORD, RECTOR~~

December 22nd, 1999

Ms. Teresa Brown, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida
32314

TR: Your letter of December 13th, 1999 - Letter # 099A00058470

Dear Ms. Brown:

Your letter and request for information was shared with our legal officer - Chancellor - Mr. Robert Gunn, of Shutts and Bowen, Attornies at Law. He in turn contacted your offices and has advised us to submit the following information:


The Registered Agent's Florida Street Address is:

The Reverend Samuel S. Thomas, Ph. d.+
4908 North West 44th Avenue
Tamarac, Florida 33319

Regarding the section pertaining to the manner in which directors are elected, please refer to Article VI- Management. This indicates that the Church is to be managed (i.e. directed) by the Rector or Priest in Charge and a body of from 5 to 15 members (section A) and that this membership will be chosen by ballots at the annual meeting of the corporation, with a majority of votes deciding the choice of officers. The Rector shall be appointed by the Diocese/ Bishop of the Diocese; the Rector and Vestry together being the directing body of the Church and working in concert as the Vestry.

I trust that this may clear up the concerns expressed in paragraphs two and three of your letter. Should you wish to contact me by telephone, please call me at (954) 467-6663. Wishing you a happy holiday season and looking forward to hearing from you in the not-too-distant future, I am,

Yours truly,


The Rev'd Samuel S. Thomas+
Priest - Saint Philip's Church

cc: Mr. Robert E. Gunn; Shutts and Bowen

**ARTICLES OF INCORPORATION
OF
ST. PHILIP'S EPISCOPAL CHURCH OF POMPANO BEACH, INC.**

FILED
00 JAN 20 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation, not for profit, under chapter 617 of the Florida Statutes, and to that end do hereby adopt and declare the following as the Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be St. Philip's Episcopal Church of Pompano Beach, Inc. and its initial principal office shall be located at 465 N.W. 15th Street, Pompano Beach, Florida 33060.

The name and address of the initial registered agent of this corporation is The Reverend Samuel Thomas, 4908 North West 44th Avenue, Tamarac, Florida 33319.

ARTICLE II - PURPOSE

The general nature of the object of the corporation is the support of the public worship of Almighty God, according to the faith and discipline of the Episcopal Church in the United States of America, otherwise known as The Episcopal Church and of the Episcopal Church in the Diocese of Southeast Florida. As such it accedes to, recognizes and adopts the Constitution, Canons, doctrine, discipline and worship of the Episcopal Church in the United States of America, and the Constitution and Canons of the Diocese of Southeast Florida. The corporation shall have the rights to take, acquire, buy, hold, own, maintain, work, develop, sell convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or interest or right therein, but only with the approval required under the Canons of the Diocese of Southeast Florida. All real and personal property held by or for the benefit of this Parish is held in trust for the Episcopal Church and the Diocese of Southeast Florida. The existence of this trust shall in no way limit the power and authority of this Parish otherwise existing over such property so long as this parish remains a part of, and subject to, the Episcopal Church, the Diocese of Southeast Florida, and their Constitution and Canons.

ARTICLE III - MEMBERSHIP

A. The members of the organization shall be all such members of the congregation as may be qualified voters at the Parish elections for Vestry persons under the canons regulating the subject in the Diocese of Southeast Florida, and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation.

B. No person who shall disclaim or refuse conformity with, or obedience to, the Constitution, Canons, doctrine or worship of the Episcopal Church in the United States or of the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein; nor shall any such person vote for Vestry persons or be appointed or elected a member of the Vestry, or exercise any function in, concerned or connected with this corporation.

ARTICLE IV - TERMS

The term for which the corporation is to exist shall be perpetual or until such time as said corporation shall have been legally dissolved.

ARTICLE V - INCORPORATOR

The names and residence of the incorporators to these Articles of Incorporation are:

**The Reverend Samuel Thomas
4908 North West 44th Avenue
Tamarac, Florida 33319**

**Matty McCullough
1691 NW 2nd Terrace
Pompano Beach, Florida 33060**

**Ernestine Williams
173 N. W. 15th Street
Pompano Beach, Florida 33060**

ARTICLE VI - MANAGEMENT

A. The officers by whom all affairs of the corporation are to be managed shall be the Rector or Priest In Charge and the body of not less than five (5) nor more than fifteen (15) lay persons (male or

female) called The Vestry, who shall be communicants of this corporation and qualified voters thereof. The number of Vestry members, within such limits shall be as determined by the By-Laws of the Corporation.

B. The Rector shall be appointed and may be removed as set forth in the Canons of the Diocese and those of the Episcopal Church.

C. The members of the Vestry shall be chosen by ballots at the annual meeting of the members of the corporation which shall be held within sixty (60) days prior to, or on January 31st in each calendar year, and in such elections a majority of votes shall be necessary to decide the choice. The Vestry shall have the power to fill all vacancies which may occur in its body during the year, such appointees to serve until the next annual election. Resignations shall not be deemed a vacancy until the written resignation has been received by and accepted by the Vestry at a regular or special meeting.

D. One Vestry member shall annually be appointed Senior Warden by the Rector and one shall annually be appointed by the Vestry as Junior Warden. The Vestry shall also elect annually a Clerk and a Treasurer who need not, but may be members of the Vestry. The offices of Clerk and Treasurer may be held by the same person. The Vestry may also elect such assistants to the Clerk or Treasurer as it may deem necessary.

E. Meeting of the Vestry shall be held annually within sixty(60) days prior to January 31st of each year to receive the reports of offices and committee, to pass on the same, and to turn over the affairs of the corporation to the newly elected Vestry. Other meetings may be provided for at regular times or called by the Rector, or in his absence, by the Senior Warden, or at the request of two Vestry members. The Bishop of the Diocese may, at his discretion, call a meeting of the Vestry and preside at such meetings.

F. The other privileges and duties of the Vestry, (wardens, clerks, treasurers) shall be such as provided in the canons if the said Church in the United States of America and in the Diocese of Southeast Florida, and as set forth in the By-Laws of the corporation.

ARTICLE VII -OFFICERS AND VESTRY

A. The names of all the officers and Vestry members who are to manage all of the affairs of the corporation, and the initial term of their offices are:

Rector or

The Reverend Samuel Thomas

Priest In Charge	4908 N. W. 44th Ave. Tamarac, Fl. 33319	
Senior Warden	Matty McCullough 1691 NW 2nd Terrace Pompano Beach, Fl. 33060	Until 2000 annual election
Junior Warden	Wm. Henry McNeil 823 NW 3rd Street Pompano Beach, Fl. 33060	Until 2000 annual election
Recording Secretary	Carolyn McDougal 632 NW 21st Court Pompano Beach, Fl. 33060	Until 1999 annual election
Treasurer	Ernestine Williams 173 NW 15th Street Pompano Beach, Fl. 33060	Until 2000 annual election
Member At Large	Alonza Armbrister 1500 NW 3rd Way Pompano Beach, Fl. 33060	Until 1998 annual election
Correspondence Secretary	Lydia Gassett 700 NW 3rd Avenue Pompano Beach, Fl. 33060	Until 1998 annual election
Asst. Treasurer	Sylvia Wallace 2046 NW 43rd Terrace Apt # 8 Lauderhill, Fl 33313	Until 1999 annual election
Social Concerns	Venetta McCullough 17th Canterbury Lane Tamarac, Fl. 3331	Until 1998 annual election
Coordinator of Programs	Rosanna Quann 2910 NW 24th Avenue Oakland Park, Fl. 3311-1408	Until 1999 annual election

- B. The initial number of Vestry members ^(Directors) shall be ten (10).**
- C. At each annual election, three (3) members shall be elected for a three year term.**

ARTICLE VIII - ENCUMBRANCE

No grant shall be made nor shall any charge be imposed upon any consecrated church or chapel, or any church which has been used solely for divine service belonging to the corporation, except by the consent of three-fifth (3/5) of the entire membership of the Vestry at any regular or special meeting, nor without the consent of the Bishop acting with the advice and the consent of the Standing Committee of the Diocese. No real property held by the corporation shall be encumbered or sold or conveyed except with approval of the Executive

Board of the Diocese of the Southeast Florida. All conveyances and other instruments in the name of the corporation should be signed in the name of the corporation 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, and with the consent of the Bishop.

ARTICLE IX - DISSOLUTION

In case of the dissolution of the corporation, all of its residual assets shall be distributed to the Diocese of Southeast Florida, Inc. or, if it is not then an organization described in each of section 501 (c) (3) and 170 (c) of the code, to the Protestant 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 Board of this Corporation.

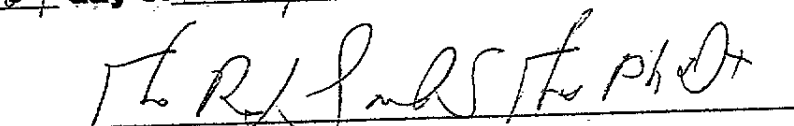
ARTICLE X - BY - LAWS

The By-Laws of the corporation (which must not be inconsistent with the canons aforesaid, nor with these Articles of Incorporation) are to be made, altered or rescinded by affirmative vote of a majority of all of the Vestry members.

ARTICLE XI - AMENDMENT

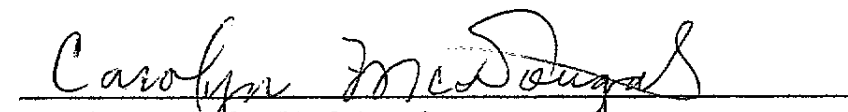
These Articles of the corporation may be amended at a meeting of the members of the corporation, duly called and convened for such purpose, and if approved by the majority of members present and voting, the amendment shall be submitted to the Bishop, the Executive Board, and the Standing Committee of the Diocese, and, if it be approved by them, and the approval evidenced by endorsement on the amendment, it shall be and form part of said Articles of Incorporation.

The undersigned Incorporators have executed these Articles of Incorporation this 23rd day of SEPTEMBER, 1999.


THE REV. SAMUEL S. THOMAS


MATTYE McCULLOUGH, Senior Warden


ERNESTINE WILLIAMS, Treasurer


CAROLYN MCDUGAL, Secetary

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

FILED
00 JAN 20 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATED: September 28th, 1999

J. R. Sals Jr. Ph.D.
St Philip's, Resident Agent

Pursuant to the Provision of Diocesan Canon XX, Section 6, the foregoing Articles of Incorporation of _____ are hereby approved:

Dated: _____

+ Calvin O. Schofield Jr.
The Right Reverend Calvin O. Schofield, Jr., Bishop of the Diocese of Southeast Florida

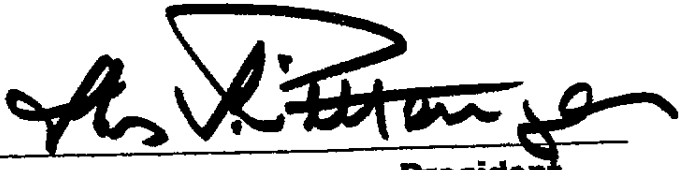
+ Geoffrey Evans
Secretary

Dated: _____
THE EXECUTIVE BOARD OF THE DIOCESE OF SOUTHEAST FLORIDA

by: + Calvin O. Schofield Jr.
The Right Reverend Calvin O. Schofield, Jr., Chairman

Dated: _____

**THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA**

by:  *

The Rev. Thomas Tracy Pittenger, **President**