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Lake Wales
March 21, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000003182320--6
-03/23/00-01128-011
*****78.75 *****78.75

Re: The Episcopal Church of the Good Shepherd
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the
Articles of Incorporation for the above-named Florida corporation.

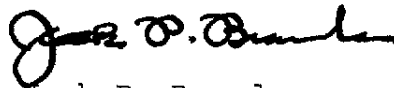
Also enclosed is this firm's check, in the amount of \$78.75,
representing payment of the following fees: file Articles \$35.00,
registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish
certified copies to the attention of:

Jack P. Brandon
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

Once these articles have been filed, please fax a copy of the
certification to me at 863-676-0643. If anything further is
required, please call me. Thank you for your assistance in this
matter.

Sincerely,



Jack P. Brandon

/db
Enclosures

FILED
00 MAY 16 11:59 AM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-8228
gjc 3/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2000

JACK P. BRANDON
PETERSON & MYERS, P.A.
P.O. BOX 1079
LAKE WALES, FL 33859-1079

SUBJECT: THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD
Ref. Number: W00000008229

We have received your document for THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or **it is not distinguishable** from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 200A00017045

**ARTICLES OF INCORPORATION FOR
The Episcopal Church of the Good Shepherd
of Lake Wales, Florida, Inc.**

FILED
00 MAY 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME. The name of the corporation shall be The Episcopal Church of the Good Shepherd of Lake Wales, Florida, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of activity and the mailing address of the corporation shall be 221 South Fourth Street, Lake Wales, Florida.

ARTICLE III: PURPOSE. The corporation acknowledges its allegiance to be due to the One, Holy, Catholic and Apostolic Church of Christ, and recognizing the body known as the Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church, and the Episcopal Diocese of Central Florida, to be a true branch of said Church, having rightful jurisdiction as provided in the Constitutions and Canons of this Church, we do hereby accede to the Doctrine, Discipline and Worship of this Church, and to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of the Diocese of Central Florida.

Article IV: MANNER OF ELECTION OF DIRECTORS. The Board of Directors of the corporation, otherwise known as the "Vestry," shall be elected or appointed as provided in the Canons of the Diocese of Central Florida and the Bylaws of this corporation.

ARTICLE V: LIMITATION OF CORPORATE POWERS. The corporate powers of this corporation are as prescribed in Section 627.0302 and 617.0808 of the Florida Statutes, but limited by the purposes of the corporation set forth in Article III

above, including the constitution, canons, doctrine, discipline and worship of the Episcopal Church and the Diocese of Central Florida.

ARTICLE VI: EXISTENCE. The corporation shall have perpetual existence, or until such time as it shall be legally dissolved.

ARTICLE VII: SUBSCRIBERS. The names and residences of the subscribers to these Articles of Incorporation are:

Name	Address
Jack P. Brandon	1147 North Lakeshore Boulevard Lake Wales, Florida 33853
Ray Bassett	2300 Scenic Highway Babson Park, Florida 33827
Thomas Costello	11018 W. Beach Parkway Lake Wales, Florida 33853
Terri Godsell	2708 Clubhouse Drive Lake Wales, Florida 33853
Roger Ingley	1158 Cephia Street Lake Wales, Florida 33853
John Motis	722 Carlton Avenue Lake Wales, Florida 33853
Patricia Pierson	Mountain Lake Lake Wales, Florida
Chip Thullbery	937 Campbell Avenue Lake Wales, Florida 33853

ARTICLE VIII: INITIAL REGISTERED AGENT AND OFFICE. The initial registered office of this corporation shall be 130 East Central Avenue, Lake Wales,

Florida, 33853, and the initial registered agent shall be Jack P. Brandon, 130 East Central Avenue, Lake Wales, Florida 33853.

ARTICLE IX: BYLAWS. The Bylaws of the corporation (which must not be inconsistent with the Constitution and Canons of the Episcopal Church and the Diocese of Central Florida) after approval by the Vestry, may be amended or repealed by a majority of the electors present and entitled to vote at any Annual Meeting or Special Meeting; provided, that notice of such meeting and proposed amendments or repeal of the Bylaws has been sent to qualified electors not less than two (2) weeks prior to the meeting. Amended Bylaws must be approved by the Bishop prior to their taking effect.

ARTICLE X: REAL ESTATE. The corporation shall not encumber, sell alienate, transfer, or convey any real property, the title to which is held by and for the use of the congregation without the consent of the Board of Directors of the Diocese of Central Florida. Should the transaction involve any consecrated church or chapel, or any church or chapel which has been used primarily for divine service, the consent of the bishop, acting with the advice and consent of the Standing Committee of the Diocese must also be obtained.

ARTICLE XI: DISSOLUTION. In the case of the dissolution of the corporation, legal and beneficial title to all of its property on the winding up of its affairs, after meeting its legal debts, shall vest in the corporation known as the Diocese of Central Florida, Incorporated, to hold and convey the same to and for some existing or future congregation in the Diocese of Central Florida, Incorporated, or to sell and utilize the proceeds from such sale in the discretion of the Diocese of Central Florida, Incorporate, for the benefit of existing or future congregations or the Diocese of Central Florida, Incorporated, and for no other purpose.

amended at a meeting of the corporation duly called and convened for such purpose, and if approved by a majority of the communicants in good standing present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Board for approval, and if approved by them, the amendment shall be incorporated into and form part of these Articles of Incorporation upon the filing thereof with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their names and seal this 4th day of August, 1999.

Ray Bassett (seal)
(Signature)

Ray Bassett
(Print of type name)

Jack Brandon (seal)
(Signature)

Jack Brandon
(Print of type name)

Thomas Costello (seal)
(Signature)

Thomas Costello
(Print of type name)

Michael Craig (seal)
(Signature)

Michael Craig
(Print of type name)

Terri Godsell (seal)
(Signature)

Terri Godsell
(Print of type name)

Nancy Hoyt (seal)
(Signature)

Nancy Hoyt
(Print of type name)

Patricia Lamb (seal)
(Signature)

Patricia Lamb
(Print of type name)

Robert McCollum, Sr. (seal)
(Signature)

Robert McCollum, Sr.
(Print of type name)

John Motis (seal)
(Signature)

John Motis
(Print of type name)

Patricia Pierson (seal)
(Signature)

Patricia Pierson
(Print of type name)

Dr. Fleet Ryland (seal)
(Signature)

Dr. Fleet Ryland
(Print of type name)

Chip Thullbery (seal)
(Signature)

Chip Thullbery
(Print of type name)

CONSENT OF BISHOP AND DIOCESAN BOARD

I, the Bishop of the Diocese of Central Florida, Incorporated, hereby approve the foregoing Articles of Incorporation and certify that the Diocesan Board of the Diocese of Central Florida, Incorporated, of which I am the President, did on the 23rd day of September, 1999, approve the same.

John W. Howe

John W. Howe
Bishop and President of the Diocese of
Central Florida, Incorporated

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD OF LAKE WALES, FLORIDA, INC., desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 221 South Fourth Street, Lake Wales, Florida 33853, has named and designated Jack P. Brandon of the law firm of Peterson & Myers, P.A., 130 East Central Avenue, Lake Wales, Florida 33853, telephone number (941)676-7611, as Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for The Episcopal Church of the Good Shepherd of Lake Wales, Florida, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply, and I agree to comply with the provisions of Florida Statutes 48.091 and all other statutes as the same may apply to the Church relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 21 day of March, 2000.



Signature of Registered Agent

JACK P. BRANDON

Print or type name

FILED
00 MAY 16 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA