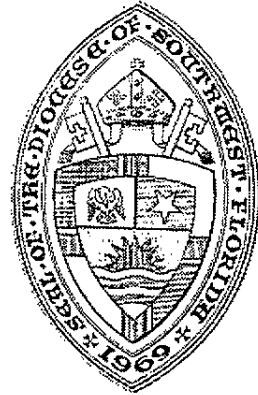


NO1 000002978

The Diocese of Southwest Florida (Episcopal)

The Right Reverend John B. Lipscomb, D. Min., Bishop
Jay Crouse, Director of Men's Ministries



April 16, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300004082833--4
-04/27/01--01003--015
*****78.75 *****78.75

Re: Articles of Incorporation of Episcopal Men's Ministries, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Episcopal Men's Ministries, Inc. located at 1408 State Street, Sarasota, FL 34236, together with our check in the amount of \$122.50 payable to the Florida Department of State - Division of Corporations in payment of your fees to certify the Articles. Also enclosed is a copy of the By Laws of Episcopal Men's Ministries, Inc.

Please return a certified copy to Episcopal Men's Ministries, Inc., 1408 State Street, Sarasota, FL 34236.

Thank you for your kind assistance.

Sincerely,


Jay Crouse
Director
Episcopal Men's Ministries, Inc.

FILED
01 APR 26 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 26 2001

ARTICLES OF INCORPORATION
OF
EPISCOPAL MEN'S MINISTRIES, INC.

FILED
01 APR 26 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is Episcopal Men's Ministries, Inc. The street and mailing address of the principal office of the corporation is 1408 State Street, Sarasota, FL 34236.

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of I.R.C. Section 501(c)(3) and/or 509(a)(3). (In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue law.) The Corporation may carry out its purposes directly, or by making distributions directly to other qualifying organizations. Such purposes shall include:

- A. To serve as an outreach function of the Episcopal Church in Southwest Florida, and in particular to identify, enable, and empower men to live into the ministry to which each of us is called;
- B. To develop and oversee program offerings consistent with, and in furtherance of, that vision;
- C. Raise up and equip men as disciples of Jesus Christ in the world through and in conjunction with the mission of the Episcopal Diocese of Southwest Florida;
- D. Assist congregations in the development and implementation of men's ministry programs;
- E. Provide men's ministry resources and support to the congregations of the diocese;
- F. Support the mission and vision of the Episcopal Diocese of Southwest Florida and the Bishop;
- G. Develop and support the Diocesan wide Men's Ministry Apostolic Team;

- H.. Provide leadership and support for diocesan men's ministry retreats, conferences and seminars;
- I. Share men's ministry concepts with other Episcopal diocese and denominations;
- J. Provide program outreach in communities, the diocese and nationally;
- K. Create, develop, produce and disseminate men's ministry materials;
- L. In furtherance of the objects and purposes aforesaid, to take, by purchase, gift, grant, devise or bequest, or to otherwise acquire any real or personal property or funds, or the rents, profits or income thereof, or both, whether located within or without the Diocese, and to hold, manage, use, sell, convey, or otherwise dispose of the same, without limitation as to amount or value, for the benefit of its mission;
- M. To have and exercise such other rights and powers as may be vested in or granted to it by the member identified in Article IV, as provided by law, and to exercise such other and further powers as may be necessary, incidental, or expedient to the exercise of the objects, purposes and powers above stated.

ARTICLE III Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501 (c)(3). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered which are necessary to carrying out the exempt purposes of the corporation.

Section 4. The Corporation shall serve as an outreach function of the Episcopal Church in Southwest, Florida. To that end, the Corporation shall be operated exclusively for the benefit, to perform the functions, or carry out the purposes of the Diocese of Southwest Florida, Inc., which shall include the promoting of the moral and spiritual values of the Christian tradition as professed by the doctrines of the Protestant Episcopal Church in the United States of America.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. No real property, title to which is to be held by or for the use of the Corporation, shall be accepted, nor shall any real property held by or for the use of the Corporation, be encumbered, sold, alienated, transferred or conveyed without the prior consent and approval of the Bishop and Diocesan Council of The Diocese of Southwest Florida, Inc.

ARTICLE IV Members

The sole member of this Corporation shall be The Diocese of Southwest Florida, Inc.

ARTICLE V Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By Laws from time to time, but shall not be less than three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the By Laws. The Directors may from time to time be referred to as "trustees". The Bishop of the Diocese of Southwest Florida shall have the right to approve the selection of the chief executive officer of the corporation.

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

The Right Reverend John B. Lipscomb
Bishop of the Diocese of
Southwest, Florida
8411 25th Street E.
Parrish, FL 34219

Jay Crouse
Director, Episcopal Men's Ministries
Diocese of Southwest Florida, Incorporated
1408 State Street
Sarasota, FL 34236

ARTICLE VII Amendment

These Articles of Incorporation may be amended by the directors of the corporation by such vote as may at the time be required by the Florida Not For Profit Corporation Act provided that no amendment shall substantially change the original purposes of the corporation. Any such amendment shall be subject to the approval of the Bishop and Diocesan Council of The Diocese of Southwest

Florida, Inc.


ARTICLE VIII
Dissolution

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to the Episcopal Diocese of Southwest Florida, Inc., if it is then an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or if it is not so exempt, or if it is no longer in existence, to one or more organizations that is an exempt organization under 501(c)(3) having purposes substantially similar to the Diocese as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

ARTICLE IX
Principal Office: Designation of Registered Agent

The street address of the corporation's initial registered office is 1408 State Street, Sarasota, FL 34236, and the Registered Agent for service of process is Jay Crouse, 1408 State Street, Sarasota, FL 34226.

Executed in duplicate this 4 day of April, 2001.


The Right Reverend John B. Lipscomb


Jay Crouse

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF Sarasota.

BEFORE ME, the undersigned authority, personally appeared JAY CROUSE, who is personally known to me and known to me to be the person described in the foregoing Articles of Incorporation as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is 1408 State Street, Sarasota, Florida, and he acknowledges before me that he

executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: Jay Crouse
Jay Crouse, Incorporator

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this 4
day of APRIL, 2001.

By: Sandra M. Poling
NOTARY PUBLIC

My Commission Expires:



Sandra M. Poling
MY COMMISSION # CC887034 EXPIRES
November 17, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
01 APR 26 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA