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CARLTON FIELDS CPA

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Crossridge Church, Inc.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROSSRIDGE CHURCH, INC.**

These Amended and Restated Articles of Incorporation of Crossridge Church, Inc., a Florida not for profit corporation (the "Corporation"), amend and restate the Corporation's articles of incorporation and all prior amendments and restatements to the articles of incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on Jan 30, 2006 in an action taken by unanimous written consent pursuant to Sections 617.0821 and 617.1007 of the Florida Not For Profit Corporation Act:

**ARTICLE I
Name**

The name of this Corporation is Crossridge Church, Inc.

**ARTICLE II
Principal Place of Business and Mailing Address**

The principal place of business and the mailing address of the Corporation is 5933 West Hillsboro Boulevard #186, Parkland, FL 33067.

**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 genuine 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, serve Christ in our time and place according to God's call to us, and engage in such religious, charitable, and educational activities as may be necessary to carry out its mission and purpose.

**ARTICLE IV
Manner and Election of Directors; Qualification for Members**

A. The number of directors may vary in accordance with the Bylaws but shall never be less than five (5). The Board of Directors (the "Board" or "Vestry") of the Corporation shall be chosen by ballot at the annual meeting of the members 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; provided, however, that the priest-in-charge of the parish (the "Rector") shall be an ex-officio member of the Board with the right to vote.

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B. The term "members of the Corporation" shall mean those persons who are qualified voters at the elections for members of the Vestry (otherwise known as "Vestrypersons") 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 Agent of the Corporation shall be Dean C. Fulton. The Registered Office of the Corporation shall be located at 5933 West Hillsboro Boulevard #186, Parkland, Florida 33067.

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 Vestrypersons 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 Amended and Restated Articles of Incorporation, the Corporation shall not engage in any activities not permitted by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (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 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 Board of this Corporation.

[Signatures on the Following Page]



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The undersigned Corporation through its President has executed these Amended and Restated Articles of Incorporation this the 30 day of July, 2006.

Crossridge Church, Inc.
a Florida not for profit corporation

By: Dean C. Fulton
Name: Dean C. Fulton
Title: President



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CERTIFICATE

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned certifies that the Amended Articles of Incorporation of Crossridge Church, Inc. (the "Corporation") filed September 9, 2005, (1) do not contain amendments that require member approval of the Amended and Restated Articles of Incorporation to be filed, and (2) such Amended and Restated Articles of Incorporation were approved by the Corporation's board of directors on the 20 day of July, 2006 in an action by unanimous written consent in lieu of a special meeting, in accordance with Section 617.0821 of the Act.

Dated this the 30 day of ^{Sept} July 2006.

Crossridge Church, Inc.
a Florida not for profit corporation

By: Dean C. Fulton
Name: Dean C. Fulton
Title: President