

FROM HILL, WARD, HENDERSON, P. A.

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FILED
2002 JAN -2 2002
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ST. PETERSBURG PRESBYTERIAN CHURCH, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

St. Petersburg Presbyterian Church, Inc.

The principal address of this corporation shall be 200 Central Avenue, Suite 800, St. Petersburg, Florida 33701, or such other address within the State of Florida as the Board of Trustees may from time to time designate. The mailing address of this corporation shall be 5753 First Avenue North, St. Petersburg, Florida 33710, or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II

Authority and Powers

The corporation is organized pursuant to the provisions of the laws of the State of Florida for corporations not for profit. The form of church government is provided for by The Book of Church Order of the Presbyterian Church in America, and the governing body provided therein is the Session. The corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to Chapter 617, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the religious, charitable and educational purposes for which the corporation is organized, subject, however, to the following:

- (a) Unless otherwise required by the laws of the State of Florida (provided they are not in

conflict with the Holy Scriptures or doctrine), any conflict between these Articles of Incorporation and The Book of Church Order of the Presbyterian Church in America shall be resolved in favor of The Book of Church Order of the Presbyterian Church in America.

(b) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(c) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax law.

(d) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(h) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III

Purposes

(a) The corporation is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and such purposes shall include, but not be limited to, proclaiming, administering and enforcing the law of Christ revealed in the Holy Scriptures.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting

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one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE V

Members

This corporation shall have members who shall be those persons as provided for in the bylaws of the corporation.

ARTICLE VI

Trustees

The business of this corporation shall be managed by the Board of Trustees. The number of trustees and their election, qualifications and terms shall be as provided for in the bylaws, provided that the number shall not be less than three.

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ARTICLE VII

Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the trustees of the corporation present at any meeting of the Board of Trustees which is duly called and convened; provided, however, that written notice of such proposed action with respect to the bylaws shall have been sent to each trustee at least three days prior to such meeting.

ARTICLE VIII

Amendment to Articles

These Articles may be amended, altered or rescinded from time to time in whole or in part by resolution adopted by the trustees of the corporation then in office who are present at any meeting of the trustees duly called and convened; provided, however, that written notice of such proposed action with respect to the Articles shall have been sent to all directors at least five days prior to such meeting.

ARTICLE IX

Registered Agent and Registered Office

The name of the corporation's initial registered agent is Edward A. Amley, D.D.S. and the street address of the corporation's initial registered office is 5753 First Avenue North, St. Petersburg, Florida 33710. The corporation may change its registered agent or registered office or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

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ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation are as follows:

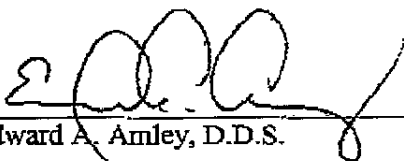
Name

Address

Edward A. Amley, D.D.S.

5753 First Avenue North
St. Petersburg, Florida 33710

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 17 day of December, 2001.


Edward A. Amley, D.D.S.

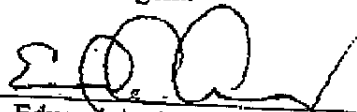
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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Signature


Edward A. Amley, D.D.S.

Date: December 17, 2001.

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