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TRINITY TOWERS FOUNDATION, INC.

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Restated Article

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**ARTICLES OF RESTATEMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
TRINITY TOWERS FOUNDATION, INC.**

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Pursuant to the provisions of Section 617.1007, *Florida Statutes*, Trinity Towers Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby submits these Articles of Restatement to its Articles of Incorporation.

**ARTICLE I  
Restated Articles of Incorporation**

The Restated Articles of Incorporation of the Corporation are attached to these Articles of Restatement as Exhibit A.

**ARTICLE II  
Certificate**

The undersigned corporation certifies that the Restated Articles of Incorporation of the Corporation contain amendments to its Articles of Incorporation, as amended, which do not require member approval. The Restated Articles of Incorporation were approved by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation adopts these Articles of Restatement on the 12<sup>th</sup> day of December, 2012.

TRINITY TOWERS FOUNDATION, INC.

By: Fr. Stephen W. Easterday  
Stephen W. Easterday, Director  
and Vice-President

Date Signed: January 11, 2013

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**Exhibit A**

**Restated Articles of Incorporation**

See attached.

**RESTATED ARTICLES OF INCORPORATION  
OF  
TRINITY TOWERS FOUNDATION, INC.  
(a corporation not for profit)**

Trinity Towers Foundation, Inc. (the "Corporation") hereby submits these Restated Articles of Incorporation to the Florida Secretary of State.

**ARTICLE I  
Name**

The name of the Corporation is Trinity Towers Foundation, Inc.

**ARTICLE II  
Purpose**

(a) To enhance and supplement the ministries of Holy Trinity Episcopal Church, Melbourne, Florida.

(b) To operate in connection with Holy Trinity Episcopal Church, Melbourne, Florida to address the pastoral care needs, health and community well-being of the parishioners of Holy Trinity Episcopal Church.

(c) To be operated exclusively for religious, charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and further subject to Section 509(a)(3) of the Code as a supporting organization for Holy Trinity Episcopal Church.

(d) To receive any real property, tangible or intangible personal property, including money by gift, grant, devise or bequest from any individual, foundation or corporation or other entity, either public or private or government instrumentality for the purposes set forth above.

**ARTICLE III  
Limitations**

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 an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) subject to the provisions of Section 509(a)(3) of the Code; (c) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (d) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (e) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

**ARTICLE IV**  
**Term**

The period of existence of the Corporation shall be perpetual.

**ARTICLE V**  
**Membership**

The Corporation shall have no members.

**ARTICLE VI**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of such number of directors as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to directors shall be as provided in the Bylaws.

**ARTICLE VII**  
**Bylaws**

The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE VIII**  
**Amendments**

These Articles of Incorporation may be amended only upon the vote of two-thirds (2/3) of the entire number of members of the Board of Directors of the Corporation and the vote of two-thirds (2/3) of the members of the Vestry of Holy Trinity Episcopal Church.

**ARTICLE IX**  
**Private Foundation Limitations**

Notwithstanding anything to the contrary contained in these Articles, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

(a) The Corporation shall distribute its income from 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;

(b) The Corporation shall not engage in act of "self-dealing" as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

#### **ARTICLE X Indemnification**

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### **ARTICLE XI Dissolution**

Upon dissolution of the Corporation, assets shall be distributed to Holy Trinity Episcopal Church, Melbourne, Florida, and in the event Holy Trinity Episcopal Church has been dissolved at the time of the dissolution of the Corporation, the assets shall be distributed to the Episcopal Diocese of Central Florida; provided that at the time of the distribution of assets, Holy Trinity Episcopal Church or the Episcopal Diocese of Central Florida, as the case may be, qualifies as an organization described in Section 170(c)(2)(B) and Section 501(c)(3) of the Code. Any assets not distributed as provided herein shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for the aforesaid purposes of a qualified organization.

#### **ARTICLE XII Address**

The location of this Corporation shall be 1830 South Babcock Street, Melbourne, Florida 32901.

#### **ARTICLE XIII Registered Office and Registered Agent**

The address of the registered office and the name of the registered agent at that address are as follows: Reverend Stephen W. Easterday, 1830 South Babcock Street, Melbourne, Florida 32901.

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**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation on the 12<sup>th</sup> day of December, 2012.

The Rev. Stephen W. Easterday  
Reverend Stephen W. Easterday,  
Director and Vice-President  
1830 South Babcock Street  
Melbourne, Florida 32901