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FLORIDA NON-PROFIT CORPORATION

Santa Maria de Los Angeles, Inc.

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H04000020574 3

**ARTICLES OF INCORPORATION
FOR
SANTA MARIA de LOS ANGELES. INC**

ARTICLE 1: NAME

The name of the corporation shall be Santa Maria de Los Angeles, Inc.

ARTICLE 11: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of activity and the mailing address of the corporation shall be 6316 Matchett Road Orlando FL 32809

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 "Church Committee", Vestry Committee" or the "Vestry") shall be elected or appointed as provided in the Canons of the Diocese of Central Florida and the By Laws 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.

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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
<u>Nivia Ramirez</u>	<u>160 San Blas Avenue Kissimmee, FL 34743</u>
<u>Zeneyda Santana</u>	<u>12308 Holly Jone Ct. Orlando, FL 32824</u>
<u>Milton Malespin</u>	<u>1142 Ariues Dr Orlando, FL 32837</u>
<u>Luz M. Malespin</u>	<u>2409 Alistex Ct Orlando, FL 32837</u>
<u>Luis Cordero</u>	<u>152 Cervidae Dr Apopka, FL 32703</u>
<u>Mario Malespin, Sr.</u>	<u>4640 Power Pine Rd Orlando, FL 32839</u>
<u>Mario Malespin, Jr.</u>	<u>12516 Greco St Orlando, FL32824</u>
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ARTICLE VIII: INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be 6316 Matchett Road Orlando FL
32809 and the initial registered agent shall be William L. Mims, Jr.

H04000020574 3

H04000020574 3

ARTICLE IX: BY LAWS

The By Laws 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 By-Laws has been sent to qualified electors not less than two (2) weeks prior to the Meeting. Amended By-Laws 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, Incorporated, for the benefit of existing or future congregations or the Diocese of Central Florida, Incorporated, and for no other purpose.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be 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 State of Florida.

H04000020574 3

H04000020574 3

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and 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 16 day of January 2003

Nivia Ramirez (seal)
Nivia Ramirez

Mario Malespin, Jr. (seal)
Mario Malespin, Jr.

Zeneyda Santana (seal)
Zeneyda Santana

_____ (seal)

Milton Malespin (seal)
Milton Malespin

_____ (seal)

Luz M. Malespin (seal)
Luz M. Malespin

_____ (seal)

Luis Cordero (seal)
Luis Cordero

_____ (seal)

Mario Malespin, Sr. (seal)
Mario Malespin, Sr.

_____ (seal)

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 20th day of March, 2003, approve the same.

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

H04000020574 3

H04000020574 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN 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:

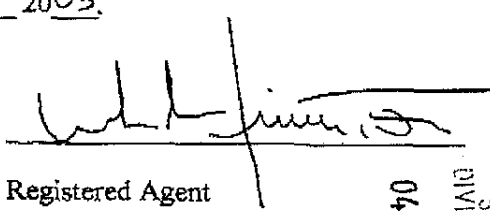
Santa Maria de Los Angeles, Inc. desiring to organize as a domestic corporation or qualify under the laws of the state of Florida with its principal place of business at:

6316 Matchett Road, Orlando, Florida, 32809, has named and designated William L. Mims, Jr., located at: 320 N. Magnolia Ave Ste #A-9 Orlando FL 32801, as its Registered Agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for Santa Maria de Los Angeles, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Company, and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 29th day of January 2003.


Registered Agent

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