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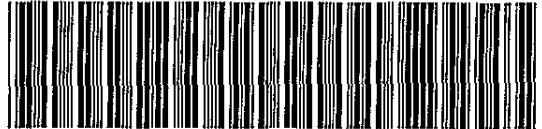
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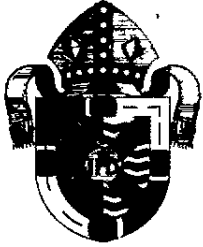
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The Diocese Of Southeast Florida

Palm Beach County Office

April 26, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Friends:

Enclosed are the original Articles of Incorporation for "The Episcopal Cursillo in Southeast Florida, Inc. and one copy of the articles and a check for \$87.50 to cover the filing fee, certified copy and certificate.

As an Incorporator, I, Paul A. Rasmus can be contacted by telephone at 561 656-0868 and my address is:

8895 North Military Trail 205C
Palm Beach Gardens, FL 33410

Thank you for your attention to this request for incorporation.

Sincerely,

The Ven. Paul A. Rasmus
Archdeacon for Deployment
Episcopal Diocese of Southeast Florida

**ARTICLES OF INCORPORATION
OF
THE EPISCOPAL CURSILLO IN SOUTHEAST FLORIDA, INC.**

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I – NAME. The name of the corporation shall be The Episcopal Cursillo in Southeast Florida, Inc.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of business and the mailing address of this Corporation shall be: 8895 North Military Trail 205C, Palm Beach Gardens, Florida 33410.

ARTICLE III – MISSION AND PURPOSE. The mission and purpose of this Corporation shall be to support, encourage and effect the spreading of the Gospel of Jesus Christ throughout the world by actively pursuing the goals and programs of the Cursillo as the Cursillo is developed and implemented in The Episcopal Church in the Diocese of Southeast Florida. 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.

ARTICLE IV – MEMBERSHIP. The members of this Corporation shall be all such persons who have attended a Cursillo weekend program authorized by the Bishop of the Episcopal Church in the Diocese of Southeast Florida and who are communicants of any congregation of the Episcopal Church in the Diocese of Southeast Florida as of March 29, 1984, and thereafter. Membership in this Corporation shall cease when a member no longer is a communicant of any congregation of the Episcopal Church in the Diocese of Southeast Florida. No person who shall disclaim or refuse conformity to the constitution, canons and doctrines of the Episcopal Church and to the constitution and canons of the Diocese shall be a member of this Corporation or eligible for membership therein.

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS. The Registered Office of the Corporation shall be located at 8895 North Military Trail 205C, Palm Beach Gardens, Florida 33410. The initial Registered Agent shall be Paul A. Rasmus. The Registered Agent’s address is 8895 North Military Trail 205C, Palm Beach Gardens, Florida 33410.

ARTICLE VI – OFFICERS.

Section 1. The officers who shall manage the corporation shall be the President, one or more Vice Presidents, a Secretary and a Treasurer.

Section 2. The President and the Vice Presidents who are ordained clergy of the Episcopal Church in the Diocese of Southeast Florida shall be appointed to such offices by and may only continue to serve as such officer at the pleasure of the Bishop of the Episcopal Church in the Diocese of Southeast Florida. All other officers of this Corporation shall be elected by majority vote of the Board of Directors. All officers of this corporation who are lay persons shall be elected for a one-year term.

Section 3. The names of the officers who are to serve until a new officer is appointed or until the first election, as the case may be, are:

Dwight Morgan	President
Anthony Simons	Vice President
Eddie Quinn	Treasurer
Gayle O’Barr	Secretary

ARTICLE VII – DIRECTORS.

Section 1. The number of directors constituting the initial Board of Directors shall be twelve (12), and the names and addresses of the persons who are to serve as initial directors are:

Phyllis Carr 5000 N . Ocean Blvd. #207 Briny Breezes, FL 33435	Anthony Simons 3309 S. Turf Road Miramar, FL 33025
Ruth Hahne 9260-C S.W. 61 st Way Boca Raton, FL 33428	Linda Wilcox 501 N.W. 17 th Street Fort Lauderdale, FL 33311

Joyce Mears
11811 Avenue of PGA #5-3E
Palm Beach Gardens, FL 33418

Chris Williams
3609 S.W. 23rd Street
Fort Lauderdale, FL 33312

Dwight Morgan
150 S.W. 13th Avenue
Miami, FL 33135

Zoe Stout
149 Gregory Place
West Palm Beach, FL 33405

Gayle O'Barr
520 E. Campus Circle
Fort Lauderdale, FL 33313

Edie Quinn
2888 Dolphin Drive
Delray Beach, FL 33445

Saulo Salvador
391 N.W. 58th Avenue
Miami, FL 33126

Steve Fregeau
15820 S. Military Trail
Delray Beach, FL 33484

Section 2. There shall be not less than ten (10) directors of this Corporation, consisting of one (1) ordained clergy person who shall be a priest of the Episcopal Church in the Diocese of Southeast Florida, and nine (9) lay persons who shall be members of this Corporation. At the discretion of the Bishop of the Episcopal Church in the Diocese of Southeast Florida, one or two additional ordained clergy who are priests of the Episcopal Church in the Diocese of Southeast Florida may be appointed directors of this Corporation.

Section 3. The Bishop of the Episcopal Church in the Diocese of Southeast Florida shall appoint one (1) priest in the Diocese to be the Spiritual Directors of this Corporation who shall be a director and the President of this Corporation. At the discretion of the Bishop, the Bishop may appoint one (1) or two (2) additional priests in the Diocese to be Assistant Spiritual Directors of this Corporation, who shall be directors and Vice Presidents of this Corporation. The Bishop may remove the Spiritual Director or the Assistant Spiritual Directors at any time and replace any of them in his discretion in the event of removal, death or resignation. The Spiritual Director and/or Assistant Spiritual Directors shall serve as a director or officer of this Corporation for a term designated by said Bishop.

Section 4. The term of office for each director who is a lay person shall be three (3) years; provided, however, that the term of office of at least one-third (1/3) of the directors who are lay persons shall expire each year. All directors of this Corporation, by majority vote, shall elect

each year the new directors who are lay persons, to replace the outgoing directors who are lay persons. The majority of all the directors may replace any director who is a la person who dies, resigns or is removed. Any director who is a lay person who fails to attend any two (2) consecutive meetings of the Board of Directors may be removed as a director by the majority vote of all of the directors.

Section 5. The date on which the terms of the directors of this Corporation who are lay persons shall commence and shall end shall be established by the Board of Directors.

ARTICLE VIII – BY-LAWS.

Section 1. The initial By-Laws of this Corporation shall be adopted by majority vote of the Board of Directors, and shall not be inconsistent with these Articles of Incorporation.

Section 2. The By-Laws may be amended by majority vote of the Board of Directors, and any such amendment shall not be inconsistent with these Articles of Incorporation.

ARTICLE IX – AMENDMENT. These Articles of Incorporation may be amended by majority vote of the Board of Directors; provided, however, that no amendment to the Articles of Incorporation shall be valid or effective until this Corporation has secured the consent of the Bishop, the Executive Board, and the Standing Committee of The Diocese of Southeast Florida, as provided in Diocesan Canon XX, Section 6.

ARTICLE X – TRANSACTIONS RELATING TO REAL PROPERTY. This Corporation shall not encumber, sell, alienate, transfer or convey real property except as provided by the canons of the Diocese.

ARTICLE XI – ACTIVITIES NOT PERMITTED. Notwithstanding any other provision of these Articles, the Corporation will 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 or the corresponding provision of any future United States Internal Revenue Law (“the Code”) or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.


ARTICLE XII – DISSOLUTION. In the case of the dissolution of the Corporation, all of its residual assets shall be distributed to the Diocese of Southeast Florida 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.

ARTICLE XIII – INCORPORATORS. The names and street addresses of the Incorporators to these Articles of Incorporation are:

Paul A. Rasmus
8895 North Military Trail 205C
Palm Beach Gardens, FL 33410

Dwight Morgan
150 S.W. 13th Avenue
Miami, Florida 33135

The undersigned Incorporators have executed these Articles of Incorporation this 30 day of March, 2004.



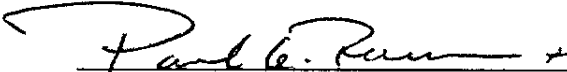
PAUL A. RASMUS



DWIGHT MORGAN

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED 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.

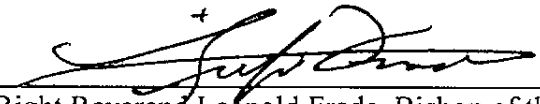


PAUL A. RASMUS

Dated: 3/16/04, 2004.

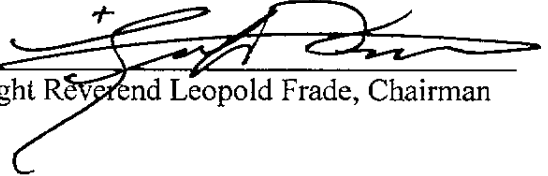
Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Articles of Incorporation of The Episcopal Cursillo in Southeast Florida, Inc., are hereby approved.

Date: 3/16/04


The Right Reverend Leopold Frade, Bishop of the
Diocese of Southeast Florida


THE EXECUTIVE BOARD OF THE DIOCESE
OF SOUTHEAST FLORIDA

Date: 3/30/04

By 
The Right Reverend Leopold Frade, Chairman

THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA

Date: 3/20/04

By 
Reverend Horace Ward, President