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STATE OF MICHIGAN

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JAN 07 2022

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AMENDED

November 7, 2021 2021 DEC 16 PM 1:11

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**VENICE PRESBYTERIAN REALTY HOLDINGS, INC.
a Not-for-Profit Corporation**

The Members of Venice Presbyterian Church on recommendation by the Board of Trustees and the Session and pursuant to Chapter 617 of the Florida Statutes and the Articles of Incorporation of Venice Presbyterian Realty Holdings, Inc. do hereby amend and restate the Articles of Incorporation of Venice Presbyterian Realty Holdings, Inc. as follows:

ARTICLE I

NAME

The name of this Corporation is VENICE PRESBYTERIAN REALTY HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office/mailing address of this Corporation is 825 The Rialto Venice, Florida 34285.

ARTICLE III

PURPOSES

The Corporation is hereby organized to further the express mandate of the membership of Venice Presbyterian Church to retain local control of the Church's real property (Realty) and to hold such currently existing or after acquired Realty in trust for the exclusive use and benefit of Venice Presbyterian Church. It is always the intention of this Corporation that it shall comply with such provisions of the Internal Revenue Code as would permit it to qualify as a charitable organization to permit contributions to be deductible to the donor. In accomplishing its charitable mission and purpose, Venice Presbyterian Church Realty Holdings, Inc. shall operate at all times exclusively for such charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.

ARTICLE IV

POWERS

The Corporation shall have all the common law and statutory powers of a Florida not-for-profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the

powers set forth in Chapter 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any real property, of whatever nature or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such real property as the objects and purposes of the Corporation and/or Venice Presbyterian Church may require, subject to such limitations as may be prescribed by law
3. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

Notwithstanding the foregoing, in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the congregation of Venice Presbyterian Church, Inc.

ARTICLE V

BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have five (5) Directors. The number of Directors may be either increased or diminished, from time to time,

pursuant to the Bylaws of the Corporation, but shall never be less than three (3). At no time shall Trustees serving on the Venice Presbyterian Church Board of Trustees hold the majority of seats as Directors on the Board of Directors of this Corporation.

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of a majority of the Directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

4. Requirement to be a Director. Subject to Article V, Paragraph 1 above, the Trustees and/or active members of Venice Presbyterian Church, Inc. may be nominated or elected as Director of the Corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 825 The Rialto, Venice, Florida 34285, and the registered agent located at such address is Robert Allen

ARTICLE VII

BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution of the Corporation, the Directors shall transfer the real property held by the Corporation in a manner consistent with those purposes stated in Article III above. For the purpose of dissolution only, the Directors may consider transfer of the Corporation's property to the Venice Presbyterian Church Foundation, Inc., as long as such entity is solvent and not involved in a bankruptcy or liquidation proceeding. In all cases all such transfers shall be for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as determined by in the sole discretion of the Board of Directors, subject to the mission and purpose of the Corporation. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each

Director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors. The Board of Directors shall publish amendments to these Articles of Incorporation or the Corporation's Bylaws to the Membership of Venice Presbyterian Church.

ARTICLE X

DEDICATION OF ASSETS

This Corporation is irrevocably dedicated to religious, charitable, and educational activities and no part of the assets of this Corporation shall ever inure to the benefit of any trustee, officers, or member thereof or to the benefit of any private individual. Further, unless otherwise dedicated, no corporate asset may be pledged, sold, or transferred for the purpose of paying litigation expenses, judgments or settlements resulting from lawsuits filed against the Corporation.

ARTICLE XI

NOTICE OF AMENDMENT

Upon recommendation by the Board of Trustees and the Session of Venice Presbyterian Church, the Membership of Venice Presbyterian Church on November 7, 2021, approved the amendments to the Venice Presbyterian Realty Holdings, Inc. Articles of Incorporation as herein stated and request the filing of the Amended Articles of Incorporation with the State of Florida.

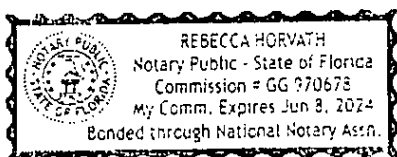
IN WITNESS WHEREOF, the undersigned has executed these Amended Articles Incorporation on the 19 day of November, 2021.

Robert W. Allen
ROBERT ALLEN, TRUSTEE

STATE OF FLORIDA }
 } S.S.
COUNTY OF SARASOTA }
of

BEFORE ME personally appeared ROBERT ALLEN to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known, and he took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 19th day of November, 2021.



Rebecca Horvath
NOTARY PUBLIC

My Commission Expires:

Typewritten Name of Notary

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted:

That VENICE PRESBYTERIAN REALTY HOLDINGS, INC., desiring to organize
or qualify under the laws of the State of Florida, with its principal place of business at
825 The Rialto, Venice, Florida 34285, State of Florida, has named Robert Allen, 825
The Rialto, Venice, Florida 34285 as its agent to accept service of process within the
State of Florida.

SIGNATURE:

ROBERT ALLEN
TRUSTEE

DATE: _____

Having been named to accept service of process for the above-stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

SIGNATURE: _____

ROBERT ALLEN
Registered Agent

DATE: November 19, 2021