

# N105542

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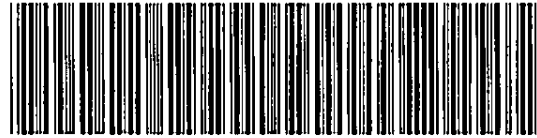
(Business Entity Name)

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2810 SEP 18 PM 2:15  
SEP 18 2017  
FALL RIVER, MA  
FALL RIVER, MA 01923

*Amended/Restated*

SEP 18 2017  
ALBRITTON



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 7, 2017

ROXANNE GHOBRIAL  
THE GHOBRIAL LAW GROUP  
TWO RIVERWAY, 1770  
HOUSTON, TX 77056

SUBJECT: SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX  
CHURCH, INC. OF CENTRAL FLORIDA  
Ref. Number: N05542

We have received your document for SAINT MARY AND ARCHANGEL  
MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA and  
your check(s) totaling \$35.00. However, the enclosed document has not been  
filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth  
one of the following statements: (1) The restatement was adopted by the board  
of directors and does not contain any amendments requiring member approval;  
OR (2) If the restatement contains an amendment requiring member approval,  
the date of adoption of the amendment by the members and a statement that the  
number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 117A00015947

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17 SEP 18 PM 1:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION AND  
AMENDMENTS FOR SAINT MARY AND ARCHANGEL MICHAEL COPTIC  
ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA**

Entity Information

The name of the filing entity is SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA, a Florida nonprofit corporation formed on October 9, 1984, and whose file number issued by the State of Florida is N05542.

Restatements and Amendments

There are no members, the Trustees are elected or adopted pursuant to the bylaws, and the following restatements and amendments to the Articles of Incorporation were adopted by a majority vote of the Board of Trustees on May 1, 2017:

Articles 1-10 of the previously filed Articles of Incorporation and all previously filed articles and amendments shall be replaced with the following articles and article numbers:

ARTICLE 1  
NAME

The name of the Corporation is SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA.

ARTICLE 2  
NON PROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to one or more of the Coptic Orthodox Churches in the Coptic Orthodox Patriarchate - Diocese of Southern United States, organized and operated exclusively for charitable and religious purposes as shall from time to time qualify as exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Florida franchise tax.

ARTICLE 3  
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4  
PURPOSES

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and the Florida Tax Code. Specifically, the Corporation is organized to operate a church and shall be governed by the Uniform By-Laws of the Coptic Churches of North America as reflected in the By-Laws of

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TALLAHASSEE, FL  
STATE OF FLORIDA  
CLERK OF SUPERIOR COURT

SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF  
CENTRAL FLORIDA as each shall be amended from time to time.

## ARTICLE 5 POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Florida Business Organizations Statute. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set for above.

## ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Florida Business Organizations Statute.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objections that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 49-42. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d). The Corporation shall not retain excess business holdings as defined in Section 4943(c). The Corporation shall not make any investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4945(e).

#### ARTICLE 7 MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE 8 REGISTERED OFFICE AND AGENT

The street address of the registered office and principal office of the Corporation is 7102 Winding Lake Circle, Oviedo, Florida 32765. The name of the registered agent at this office is Father Shenouda Kalleeny.

#### ARTICLE 9 BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees consisting of no less than three members. The Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States in which the place of worship of SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA is located, and his successors in office, shall, by virtue of his office, be a trustee of this Corporation. Two or more persons selected by the Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States from among the priests and deacons of SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA in the manner provided from time to time by the rules and regulations of the Coptic Orthodox Church adopted by the Synodical Committee for the Coptic Churches in Immigration shall also be trustees of this Corporation, and the Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States and the other such persons shall together constitute the Board of Trustees thereof. The Trustees of SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA shall exercise their powers in accordance with the rules, statutes, regulations and usages of the Coptic Church of Alexandria adopted by Synodical Committee for the Coptic Churches in Immigration, provided, however, that no act or proceeding of the Trustees of this Corporation shall be valid without the approval of the Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States in which the place of worship of this Church is located, or, in case of his absence or inability to act, without the approval of the Vicar of such Diocese or Archdiocese and in addition to the Trustees, this provision includes officers and any other individual or group of individuals claiming to act on

behalf of SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF CENTRAL FLORIDA. The number of Trustees may be increased or decreased by adoption or amendment of bylaws. The Board of Trustees shall consist of the following persons at the following addresses:

Name of Trustee	Address
HG Bishop Youssef	P.O. Box 1005, Colleyville, Texas 76034
Joseph G. Guirguis, aka Father Bishop Abba Moses	4951 S. Washington Ave, Titusville, Florida 32780
Father Shenouda Kalleeny	7102 Winding Lake Circle, Oviedo, Florida 32765

#### ARTICLE 10 LIMITATION ON LIABILITY OF TRUSTEES

A Trustee is not liable to the Corporation for monetary damages for an act or omission in the Trustee's capacity as Trustee except to the extent otherwise provided by a statute of the State of Florida.

#### ARTICLE 11

The Corporation shall take no action(s) contrary to the rules, statutes, regulations and usages of the Coptic Orthodox Church of Alexandria adopted by the Synodical Committee for the Coptic Orthodox Churches in Immigration, or contrary to the policies of the Bishop of the Coptic Orthodox Diocese of the Southern United States.

#### ARTICLE 12 INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Trustees shall have the power to define the requirements and limitations for the Corporation to indemnify Trustees, officers, or others related to the Corporation.

#### ARTICLE 13 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

### Statement of Approval

The foregoing amendments have been made in accordance with the provisions of the Florida Business Organizations Statute. The amendments to the Articles of Incorporation and the restated Articles of Incorporation have been approved in the manner required by the Florida Business Organizations Statute and by the governing documents of the Corporation. This document becomes effective when filed by the Florida Secretary of State.

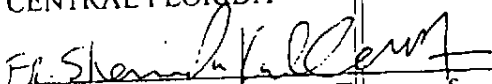
### Required Statements

The foregoing restated Articles of Incorporation accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation being restated that is in effect, and as further amended by the restated Articles of Incorporation. The attached restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for the information permitted to be omitted by the provisions of the Florida Business Organizations Statute applicable to the filing entity.

### Execution

The undersigned affirms that the person designated as registered agent in the restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF  
CENTRAL FLORIDA



Father Shenouda Kalleeny, Trustee of

SAINT MARY AND ARCHANGEL MICHAEL COPTIC ORTHODOX CHURCH, INC. OF  
CENTRAL FLORIDA