

Division of Corporations

Page 1 of 1

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PRESBYTERY OF ST. AUGUSTINE, INC.

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**CERTIFICATE OF SECOND AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
PRESBYTERY OF ST. AUGUSTINE, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, PRESBYTERY OF ST. AUGUSTINE, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.

The Members of the Corporation, by a number of votes cast sufficient for approval, adopted and approved a resolution setting forth the proposed amendments on October 7, 2014.

The undersigned officer of the Corporation hereby certifies that the Second Amended and Restated Articles of Incorporation were adopted by the Corporation on October 7, 2014.

PRESBYTERY OF ST. AUGUSTINE,
INC.

By: Wayne E. Flowers
Name: Wayne E. Flowers
Title: President

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EXHIBIT A

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRESBYTERY OF ST. AUGUSTINE, INC.
(2014)

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PRESBYTERY OF ST. AUGUSTINE, INC. (the "Corporation"), desiring to continue to operate a corporation not for profit under Chapter 617, Florida Statutes, and desiring to amend and restate its Articles of Incorporation, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is PRESBYTERY OF ST. AUGUSTINE, INC. The principal office and mailing address of the Corporation is 1937 University Boulevard West, Jacksonville, FL 32217.

ARTICLE II
PURPOSES

The Corporation is organized as a corporation not-for-profit, for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of the Corporation shall be to receive, hold in trust for the purpose of owning, sustaining, supporting, maintaining and managing the real properties and estates, and the personalty of the Presbytery of St. Augustine (the "Presbytery"), which is a council of the Presbyterian Church (U.S.A.), herein the "Church." The Corporation shall be a commission of the Presbytery, as contemplated by Chapter Four of the Book of Order of the Constitution of the Church (the "Book of Order"), to consider and decide requests: (i) to sell, lease or encumber the real property and estates and personalty of the Presbytery; (ii) for approval and/or guarantee of loans extended or to be extended for the benefit of the Presbytery. The Corporation shall have all ecclesiastical authority and power to engage in any and all activities which are necessary or incidental to such purpose, in addition to the secular powers specifically conferred herein or by general nonprofit corporation by law.

ARTICLE III
POWERS

The Corporation shall have the powers of a commission of the Presbytery as permitted by the Book of Order, and also the general power to do all lawful acts, as conferred upon corporations not-for-profit by Chapter 617, Florida Statutes, including but not limited to:

- (a) To receive, hold in trust, convey, encumber, manage, and transfer property, real or personal, for the Presbytery, all in accordance with the Book of Order;
- (b) To accept and execute deeds of title to such properties;

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H140002989203

(c) To hold property in trust for the purpose of sustaining, supporting and propagating the doctrines and principles of the Church, and to defend title to such property;

(d) To contract and be contracted with;

(e) To sue and be sued;

(f) To do all those things necessary or expedient in the prosecution of the Corporation's purposes, or which are otherwise necessary and desirable to carry out the responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(g) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code;

(h) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, any private individual, member, or officer; provided however, that the Corporation shall have the right in its discretion to provide for and pay persons rendering special service; such compensation shall be appropriate to the value of such services and no one shall be disqualified to receive such compensation by reason of the fact that he or she is a member, officer, director of the Corporation or any employee or agent thereof;

(i) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

(j) All general power of the Corporation shall be subject, however, and subordinate to the Book of Order, as it may be amended from time to time.

ARTICLE IV
DURATION

This corporation shall exist perpetually.

ARTICLE V
MEMBERS

(a) The membership of the Corporation shall consist of the elected and enrolled members of the Presbytery as they from time to time exist at and between meetings of the Presbytery (the "Members"). No affirmative action shall need to be taken in order for a qualified Member to be admitted as a Member of this corporation. Each Member shall be elected as provided in the Book of Order for representation at Presbytery.

(b) The private property of the Members, officers, directors and incorporators of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatsoever.

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ARTICLE VI
BOARD OF TRUSTEES

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees, who shall act as a board of directors under Chapter 617, Florida Statutes.

(b) The exercise by the Board of Trustees of any power or authority granted hereunder shall be subject to the direction of the Presbytery to the extent that such direction shall be lawful and in accordance with the Book of Order, the Manual of Administrative Operations of the Presbytery, and the laws of the State of Florida and the United States.

(c) The Board of Trustees shall have nine (9) members, to be elected by the Members at the Fall meeting of the Corporation, or, in the event of a vacancy, at any other duly called meeting of the Corporation.

(d) The term of each Trustee shall be three (3) years beginning on January 1 of the year next following the meeting at which they were elected. The terms shall be staggered so that one-third (1/3) of the membership of the Board of Trustees is elected each year. A member may serve up to two (2) consecutive three-year terms and is not eligible for re-election again until one year has elapsed from the end of the second consecutive term. If a person is elected to fill a vacancy, the term shall commence on the day of election and end at the conclusion of the term for which the vacancy was filled.

(e) For historical purposes, the names of the original members of the Board of Trustees, some of whom are now deceased, were:

Edwin W. Albright, Jr.
James A. Irwin
Waverly Fant
James D. Baker, Jr.
Yvonne Fulton
Clay B. Tousey, Jr.

(f) The responsibilities and duties of the Board of Trustees are more particularly enumerated in the Bylaws of the Corporation.

ARTICLE VII
OFFICERS

(a) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be permitted by the Bylaws.

(b) The President shall be elected at the Annual Meeting of the Corporation by a majority vote. The Vice President shall be elected by the Board of Trustees at any duly called meeting.

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(c) The Secretary and the Treasurer shall automatically be the individuals who are the Stated Clerk and Treasurer, respectively, of the Presbytery, by virtue of their office(s).

ARTICLE VIII
PRESENT REGISTERED ADDRESS AND REGISTERED AGENT

The street address of the present registered office of the Corporation is 245 Riverside Avenue, Suite 150, Jacksonville, Florida 32202, and the name of the present registered agent of the Corporation at that address is Wayne E. Flowers.

ARTICLE IX
BYLAWS

The Members of the Corporation may adopt and amend Bylaws for the Corporation by majority vote of those Members present and voting at any regular or special meeting of the Members upon such notice as is provided in the Bylaws.

ARTICLE X
ORDER OF PRECEDENCE

Whenever there is a conflict between the provisions of the Book of Order, these Articles of Incorporation, or the Bylaws, the Book of Order shall take precedence over these Articles of Incorporation and the Bylaws, and these Articles of Incorporation shall take precedence over the Bylaws.

ARTICLE XI
GOVERNING LAW TO BE ECCLESIASTICAL LAW

In the event a dispute should arise as to the identity of, or persons representing, the Presbytery or the ownership of any property held or owned by this Corporation, such dispute shall be resolved by the ecclesiastical hierarchy of The Presbyterian Church (U.S.A.) in accordance with the Book of Order.

ARTICLE XII
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the Members present and voting at any regular or special meeting of the Members called for that purpose.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
PRESBYTERY OF ST. AUGUSTINE, INC.
2. The name and address of the registered agent and office are:

**WAYNE E. FLOWERS
245 RIVERSIDE AVENUE, SUITE 150
JACKSONVILLE, FLORIDA 32202**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Dated as of October 7, 2014


Wayne E. Flowers

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