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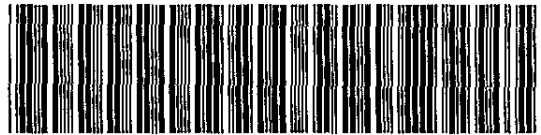
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06 JAN 23 PM 4:03

ADORNO & YOSS
A LIMITED LIABILITY PARTNERSHIP

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TELEPHONE (954) 763-1200
FACSIMILE (954) 766-7800
WWW.ADORNO.COM

DOUGLAS H. REYNOLDS
BOARD CERTIFIED
BUSINESS LITIGATION

E-MAIL: dlr@adorno.com

January 19, 2006

VIA UNITED PARCEL SERVICE
TRACKING NUMBER 1Z R4W 023 12 9940 3422

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: *St. Mark's Foundation, Inc.*
Our file number 203333.0003

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for St. Mark's Foundation, Inc. I have also provided an additional copy of each document together with our check in the sum of \$70.00, representing the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
TOTAL:	\$70.00

Please process the above-referenced incorporation and provide a stamped copy to our office, utilizing the self addressed, stamped envelope provided for your convenience.

Thank you for your consideration.

Sincerely yours,

DOUGLAS H. REYNOLDS

DHR\lsb
enclosures
cc(w\enclosures)
Rev. Gary Hamp
Mercedes Busto
Thomas Cookson, Esq.
Thomas M. Clark, Esq.
Dwight Clasby
Dr. James Colee

**ARTICLES OF INCORPORATION
OF
ST. MARK'S FOUNDATION, INC.**

SECRET
DIVISION
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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 this Corporation shall be St. Mark's Foundation, Inc. (hereinafter referred to as the "Foundation").

ARTICLE II. DURATION. The Foundation shall have perpetual existence.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of business and the mailing address of this Foundation shall be:

1750 E. Oakland Park Boulevard
Oakland Park, Florida 33334

ARTICLE IV. MISSION AND PURPOSE. The Foundation is an instrument of our Lord's will organized for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), for making distributions which exclusively benefit or carry out the religious, charitable and educational purposes of the Episcopal Church of Saint Mark the Evangelist, Inc., a Florida non-profit corporation ("St. Mark's Church"), which is a member of the Diocese of Southeast Florida, Inc. (the "Diocese") in the Protestant Episcopal Church in the United States of America ("Episcopal Church"). All real and personal property held by, or for the benefit of, the Foundation, shall be held in trust for the Diocese and the Episcopal Church. The existence of this trust, however, shall in no way limit the power and authority of the Foundation otherwise existing over such property so long as the Foundation remains a part of, and subject to, the Episcopal Church and the Diocese and their respective Constitution and Canons. In the event of any conflict between the Foundation's Articles of Incorporation and the Constitution of the Canons of the Episcopal

Church or of the Diocese, as may hereafter be amended from time to time, the Constitution and Canons shall control and govern. The provisions of this Article IV may not be altered or deleted without the written consent of the Bishop, the Executive Board and the Standing Committee of the Diocese. St. Mark's Church owns and operates St. Mark's Episcopal School (hereinafter referred to as "St. Mark's School").

ARTICLE V. POWERS. The Foundation shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above stated objectives.

If the Foundation has a beneficial, contingent or remainder interest in trust property, the Foundation shall have the power to act as a fiduciary under a trust instrument, and in such capacity to receive from any person or estate, money and real and personal property of any kind and to hold, accumulate, invest or dispose of such property or the income derived therefrom in accordance with the terms of the governing instrument for the furtherance of the above stated objectives.

The Foundation shall have the power to provide services to St. Mark's Church, St. Mark's School and the Episcopal Church as defined by the Constitution and Canons of the Diocese and Constitutions and Canons of the Episcopal Church.

The Foundation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith that are not prohibited by the Constitution and Canons of the Diocese and of the Episcopal Church, as now in force or hereafter amended, by

the Florida Not-for-Profit Corporation Act, as now in force or as hereinafter amended, or by these Articles of Incorporation.

The Foundation is an integrated auxiliary of and subordinate to St. Mark's Church and is subject to the authority of the Vestry of St. Mark's Church (hereinafter referred to as the "Vestry").

ARTICLE VI. BOARD OF DIRECTORS. The management of the affairs of the Foundation shall be vested in a Board of Directors, except as otherwise provided in the Florida Not-for-Profit Corporation Act, in these Articles of Incorporation or in the Bylaws of the Foundation. The Foundation shall have no less than five Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5) or more than fifteen (15). At least one-third of the Directors shall be members in good standing of St. Mark's Church and at least one-third shall be parents of current students at St. Mark's School. One permanent space on the Board of Directors shall be filled by appointment of the Executive Board of the Diocese. In order to be a member in good standing of St. Mark's Church the Director must be eligible to be elected to the Vestry of St. Mark's Church. The election of Directors and their terms of office shall be determined according to the Bylaws of the Foundation from time to time in force, except that the election, removal and replacement of Directors shall at all times be subject to the approval of the Vestry of St. Mark's Church. The names and addresses of the initial Directors are as follows:

1. Dennis Bedley, 3130 NE 43rd Street, Fort Lauderdale, FL 33308
2. Thomas Bridge, 2080 N.E. 63rd Street, Fort Lauderdale, FL 33308
3. Charles Krblich , 1121 E. Broward Blvd, Fort Lauderdale, FL 33301
4. Kurt Langsenkamp, 721 NE 44th Street, Fort Lauderdale, FL 33334

5. Douglas Reynolds, 350 E Las Olas Blvd, 17th Flr, Ft. Laud., FL 33301
6. Victoria Ricker, 413 Idlewyld Drive, Fort Lauderdale, FL 33301
7. Verra Roth, 6731 NW 28th Avenue, Fort Lauderdale, FL 33309

ARTICLE VII. OFFICERS.

Section 1. The officers of the Foundation shall include a President, Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE VIII. BYLAWS. The initial Bylaws of the Foundation shall be as established by the Vestry of St. Mark's Church. The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws with the approval of the Vestry of St. Mark's Church. The Bylaws may contain any provisions for the regulation or management of the affairs of the Foundation which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any Director or officer of this Foundation any proprietary interest in this Foundation's property or assets, whether during the term of the Foundation's existence or as an incident to its dissolution.

ARTICLE IX. LIMITATIONS ON ACTIVITIES.

Section 1. No part of the income or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any Director or officers of the Foundation or any other private individual (except that reimbursement may be made for any expenses incurred for the Foundation by any Director, officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no Director or officer of the Foundation, or any other private individual shall be entitled to share in

any distribution of any of the assets of the Foundation on dissolution of the Foundation or otherwise.

Section 2. No substantial part of the activities of the Foundation consists of carrying on propaganda, or otherwise attempting to influence legislation. The Foundation 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. No part of the assets of the Foundation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

Section 3. Notwithstanding any other provision of these Articles, the Foundation will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

Section 4. Notwithstanding any other provisions of these Articles, unless and until there shall be a determination by the Internal Revenue Service that the foundation is not a private foundation and for any period of time during which such a determination is not in effect, the Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent tax laws. Any other provisions of these Articles notwithstanding, unless and until there shall be a determination by the Internal Revenue Service

that the foundation is not a private foundation, and for any period of time during which such a determination is not in effect, the members of the Board of Directors shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or corresponding provisions of any subsequent tax laws; not retain any excess business holdings as defined in Section 4943 (d) of the Code, or corresponding provisions of any subsequent tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, or corresponding provisions of any subsequent tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any subsequent tax laws.

Section 5. The Foundation shall have no members, shall not have or issue shares of stock, and no dividends shall be paid.

ARTICLE X. TRANSACTIONS RELATING TO REAL PROPERTY. The Foundation shall not encumber, sell, alienate, transfer or convey real property except as provided by the Canons of the Diocese.

ARTICLE XI. INITIAL REGISTERED AGENT AND STREET ADDRESS. The Registered Office of the Foundation shall be located at 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334. The initial Registered Agent shall be Dilawar Shareef. The Registered Agent's address is 1750 E. Oakland Park Boulevard, Oakland Park, Florida 33334.

ARTICLE XII. DISSOLUTION.

Section 1. Upon the dissolution of the Foundation, the last Board of Directors of the Foundation shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, distribute all residual assets that are not classified as donor-restricted endowment to St. Mark's Church or, if it is not then an organization described in each of Sections 501 (c) (3) and 170 (c) (2) of the Code, to the Diocese or, if it is not then such an organization to the Episcopal Church or, if it is not then such an organization, to such an organization or

organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code.

Section 2. Notwithstanding any other provisions of these Articles, in accepting contributions to the Foundation, the Directors commit to the donor that the contribution will be protected for the charitable purpose originally intended. Upon the dissolution of the Foundation, all residual assets that are classified as donor-restricted endowment shall be distributed by the last Board of Directors of the Foundation to such an organization or organizations organized for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code, and serve the charitable purpose originally intended by the donor.

Section 3. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

No part of the assets of the Foundation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE XIII. AMENDMENT OF ARTICLES. These Articles of Incorporation may be amended by a majority vote of the Directors then in office with the written consent of the Vestry of St. Mark's Church provided, however, that the Bishop, the Executive Board and the Standing Committee of the Diocese shall have first given their written consent to such amendment. In the

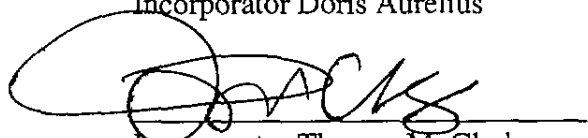
event of any conflict or inconsistency between the Bylaws, as originally adopted or thereafter amended, and the Constitution and Canons of the Episcopal Church or of the Diocese, as may be amended from time to time, the Constitutions and Canons shall control and govern.

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

1. Doris Aurelius 4327 N. Federal Highway, Suite 101
Fort Lauderdale, Florida 33308
2. Thomas M. Clark 2400 E. Commercial Park Boulevard, Suite 820
Fort Lauderdale, Florida 33308
3. Robert C. Coppola 2691 East Oakland Park Boulevard, Suite 400
Fort Lauderdale, Florida 33306

The undersigned Incorporators have executed these Articles of Incorporation this 31st day of December 2005.

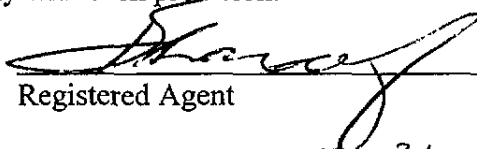

Incorporator Doris Aurelius


Incorporator Thomas M. Clark


Incorporator Robert C. Coppola

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent of St. Mark's Foundation, Inc., a Florida Not-for-Profit Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.


Registered Agent

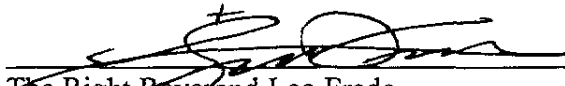
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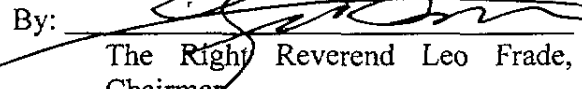
Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Articles of Incorporation of the St. Mark's Foundation, Inc. are hereby approved.

DATED: 1-15-06


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

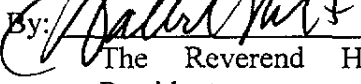
DATED: 1-15-06

**THE EXECUTIVE BOARD OF THE
DIOCESE OF SOUTHEAST FLORIDA**

By: 
The Right Reverend Leo Frade,
Chairman

DATED: 1-15-06

**THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA**

By: 
The Reverend Hallock Martin,
President