

NO7000002881

St. Nicholas Church
1861 Peninsular Drive
Haines City, FL 33844



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03/19/07--01062--011 **87.50

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAR 20 2007

ARTICLES OF INCORPORATION

FOR

ST. NICHOLAS CHURCH, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAR 19 PM 12:42

APPROVED
AND
FILED

ARTICLE I: NAME

The name of the corporation shall be ST. NICHOLAS CHURCH, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of activity and the mailing address of the corporation shall be 1861 Peninsular Drive, Haines City, FL 33844.

ARTICLE III: PURPOSE

The corporation acknowledges its allegiance to be due to the One, Holy, Catholic and Apostolic Church of Christ; and recognizing the body known as the Protestant Episcopal Church in the United States of America otherwise known as the Episcopal Church, and the Episcopal Diocese of Central Florida, to be a true branch of said Church, having rightful jurisdiction as provided in the Constitutions and Canons of this Church. We do hereby accede to the Doctrine, Discipline and Worship of this Church, and to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of the Diocese of Central Florida.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The board of directors of the corporation (otherwise known as the "Church Committee", "Vestry Committee" or the "Vestry") shall be elected or appointed as provided in the Canons of the Diocese of Central Florida and the By Laws of this corporation.

ARTICLE V: LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as prescribed in Section 627.0302 and 617.0808 of the Florida Statutes, but limited by the purposes of the corporation set forth in Article III above, including the constitution, canons, doctrine, discipline and worship of the Episcopal Church and the Diocese of Central Florida.

ARTICLE VI: EXISTENCE

The Corporation shall have perpetual existence, or until such time as it shall be legally dissolved.

ARTICLE VII: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|--|
| John Olson | 928 Avenue T SE, Winter Haven, FL 33880 |
| Jacqueline Jungjohann | 806 Barcelona Drive, Poinciana, FL 34759 |
| P. Thomas Jungjohann | 806 Barcelona Drive, Poinciana, FL 34759 |
| Melinda Maddox | 1165 Lake Lowery Road, Haines City, FL 33844 |
| Ronald P. Nass | 2404 Crooked Stick Drive, Winter Haven, FL 33881 |
| Nancy R. Rinick | 207 Sawgrass Street, Davenport, FL 33837 |
| C. Michael Rinick | 207 Sawgrass Street, Davenport, FL 33837 |
| Charles Secord | 114 Palm Place, Haines City, FL 33844 |
| Ruth M. Roberts | 2525 Frontage Road, Davenport, FL 33837 |
| Dorothy J. Pischinger | 734 Fisher Drive, Kissimmee, FL 34759 |
| Kathryn K. Nass | 2404 Crooked Stick Drive, Winter Haven, FL 33881 |
| Diane M. Secord | 114 Palm Place, Haines City, FL 33844 |
| Alayne N. Boland | 1861 Peninsular Drive, Haines City, FL 33844 |
| Cynthia Harrison Chase | 33 Altera Court, Kissimmee, FL 34758 |

ARTICLE VIII: INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be 1861 Peninsular Drive, Haines City, FL 33844 and the initial registered agent shall be The Rev. Geoffrey A. Boland.

ARTICLE IX: BY LAWS

The By Laws of the corporation (which must not be inconsistent with the Constitution and Canons of the Episcopal Church and the Diocese of Central Florida) after approval by the Vestry, may be amended or repealed by a majority of the electors present and entitled to vote at any Annual Meeting or Special Meeting, provided that notice of such meeting and proposed amendments or repeal of the By-Laws has been sent to qualified electors not less than two (2) weeks prior to the Meeting. Amended By-Laws must be approved by the Bishop prior to their taking effect.

ARTICLE X: REAL ESTATE

The corporation shall not encumber, sell, alienate, transfer, or convey any real property, the title to which is held by and for the use of the congregation without the consent of the Board of Directors of the Diocese of Central Florida. Should the transaction involve any consecrated church or chapel, or any church or chapel which has been used primarily for divine service, the consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese must also be obtained.

ARTICLE XI: DISSOLUTION

In the case of the dissolution of the corporation, legal and beneficial title to all of its property on the winding up of its affairs, after meeting its legal debts, shall vest in the corporation known as the Diocese of Central Florida, Incorporated, to hold and convey the same to and for some existing or future congregation in the Diocese of Central Florida, Incorporated, or to sell and utilize the proceeds from such sale in the discretion of the Diocese of Central Florida, Incorporated, for the benefit of existing or future congregations or the Diocese of Central Florida, Incorporated, and for no other purpose.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended at a meeting of the corporation duly called and convened for such purpose, and if approved by a majority of the communicants in good standing present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Board for approval, and if approved by them, the amendment shall be incorporated into and form part of these Articles of Incorporation upon the filing thereof with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their names and seal this 18th day of February, 2007.

JOHN OLSON
(print or type name)

John Olson (seal)

Jacqueline Jungjohann

Jacqueline Jungjohann (seal)

P. Thomas Jungjohann

P. Thomas Jungjohann (POK) (seal)

Melinda K Maddox

Melinda K Maddox (seal)

Nancy K Rinick

Nancy K Rinick (seal)

C. Mike Rinick

C. M. Rinick (seal)

RANDOL P. NASS

Rand P Nass (seal)

Charles Secord

Charles Secord (seal)

Ruth M. Roberts

Ruth M. Roberts (seal)

DOROTHY J. PISCHINGER

Dorothy J Pischinger (seal)

Kathryn Nass

Kathryn Nass (seal)

MARY C LAMOREAUX

Mary C Lamoreaux (seal)

RAYMOND W BOLAND

Raymond W. Boland (seal)

Blaine M Secord

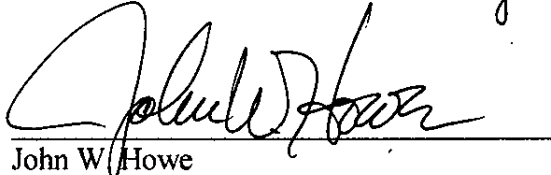
Blaine M Secord (seal)

Cynthia Harrison-Chase

C. Harrison (seal)

CONSENT OF BISHOP AND DIOCESAN BOARD

I, the Bishop of the Diocese of Central Florida, Incorporated, hereby approve the foregoing Articles of Incorporation and certify that the Diocesan Board of the Diocese of Central Florida, Incorporated, of which I am the President, did on the 22nd day of February, 2007, approve the same.



John W. Howe
Bishop and President of the Diocese of Central
Florida, Incorporated

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

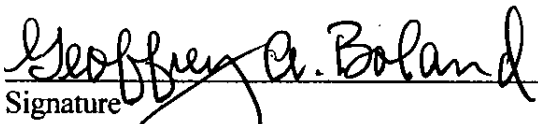
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

ST. NICHOLAS CHURCH, Inc. desiring to organize as a domestic corporation or qualify under the laws of the state of Florida with its principal place of business at: 1861 Peninsular Drive, Haines City, Florida, 33844, has named and designated The Rev. Geoffrey A. Boland located at: 1861 Peninsular Drive, Haines City, FL 33844, as its Registered Agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for ST. NICHOLAS CHURCH, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Company, and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 18th day of February, 2007.


Signature

GEOFFREY A. BOLAND
(Print or type name) Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAR 19 PM 12:42

APPROVED
AND
FILED