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FLORIDA PROFIT/NON PROFIT CORPORATION

Saint Andrew's Charismatic Episcopal Church, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAINT ANDREW'S CHARISMATIC EPISCOPAL CHURCH, INC.**

The undersigned acting as incorporator of a nonprofit corporation, pursuant to Chapter 817, Florida Statutes, hereby adopts and submits the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is SAINT ANDREW'S CHARISMATIC EPISCOPAL CHURCH, INC. (the "Corporation").

ARTICLE II

Perpetual Existence

This Corporation shall have perpetual existence.

ARTICLE III

Organization

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IV

Tax Exempt Purpose

The Corporation is organized and shall be operated exclusively for one or more of the following tax exempt purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

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2. The Corporation shall be organized and operated as a church or as a religious organization that is an integral part of a church, engaged in performing the functions of a church, in furtherance of the above enumerated purposes exempt from federal income tax under Section 501(c)(3) of the Code.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the prior enumerated purposes. No 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible

under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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. Any such assets not so 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 or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. In the event it is determined that the Corporation is a private foundation within the meaning of Code Section 509(a), then for any such period, the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to the limitations provided herein and such limitations as are provided by law.

ARTICLE V

Membership

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The Corporation shall have members and the rights and conditions of membership in the Corporation shall be as stated in the Canons of the Parish.

ARTICLE VI

Bylaws

The Initial Bylaws of the Corporation shall be adopted by the incorporator of the Corporation. The Bylaws of the Corporation shall be known as the Canons of the Parish and any reference herein to "Canons of the Parish" shall be synonymous with the term Bylaws. The Canons of the Parish may be amended, altered, rescinded and new Canons of the Parish or By-Laws may be adopted by the Rector's Council, subject to the approval of the Ordinary (Bishop) of the Diocese, where the Parish is located or, if none, approval of the Provincial Ordinary (Archbishop) having jurisdiction over the Province in which the Parish is located.

ARTICLE VII

Ecclesiastical Affiliation

The Corporation shall be a constituent congregation of the Charismatic Episcopal Church Diocese of Florida, Inc., a not-for-profit corporation, organized and existing under

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the laws of the State of Florida, within and under the jurisdiction of The Southeast Province of the Charismatic Episcopal Church, Inc., a corporation organized and existing under the laws of the State of Alabama, being a province, under applicable Canon Law, of the Charismatic Episcopal Church of North America, Inc., a corporation organized and existing under the laws of the State of Nevada, a national church under the patriarchy of the International Communion of the Charismatic Episcopal Church, a corporation organized and existing under the laws of the State of California. The Corporation shall be organized and operated under and subject to the Canon Law of the Charismatic Episcopal Church.

ARTICLE VIII

Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The Indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Canons of the Parish adopted by the Corporation, by agreement, vote of the members of disinterested members of the Rector's Council or otherwise.

ARTICLE IX

Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the Rector's Council of the Corporation, subject to the approval of the Ordinary (Bishop) of the Diocese, where the Parish is located, or if none, approval by the provincial Ordinary (Archbishop), having jurisdiction over the province where the Parish is located, provided, however, that any amendment will not adversely affect the status of the Corporation as an organization qualifying for tax exempt status under section 501(c)(3) of the Code, or relevant provisions of the Florida Not For Profit Corporation Act.

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ARTICLE X

Registered Office

The address of the Corporation's initial registered office is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 and the name of the Corporation's initial registered agent at that address is W. Morgan Speer, P.A.

ARTICLE XI

Principal Office and Mailing Address

The mailing address and the address of the principal office of the Corporation is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

ARTICLE V

Rector's Council

There shall be three (3) members of the Rector's Council, which shall serve as the Board of Directors of the Corporation. The term "Rector's Council" as used herein shall refer to and have the same meaning as "Board of Directors". The number of members of the Rector's Council may be increased or decreased from time to time by the Rector's Council, except that the number of members of the Rector's Council shall never be less than three (3). The method of election of members to the Rector's Council shall be as stated in the Canons of the Parish.

ARTICLE VI

Incorporator

The name and address of the incorporator is:

W. Morgan Speer
W. Morgan Speer, P.A.
1800 Australian Avenue South, Suite 100
West Palm Beach, FL 33409

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IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of the Corporation has executed these Articles of Incorporation on the 2nd day of July, 2007.

SAINT ANDREW'S CHARISMATIC
EPISCOPAL CHURCH, INC.

By: W. Morgan Speer
W. MORGAN SPEER, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That SAINT ANDREW'S CHARISMATIC EPISCOPAL CHURCH, INC. desiring to organize under the laws of the State of Florida with its principal office located at 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 has named W. Morgan Speer, P.A., located at 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

W. MORGAN SPEER, P.A.

By: W. Morgan Speer
W. MORGAN SPEER

Its: President

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