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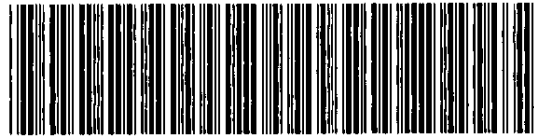
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RECEIVED
09 APR 27 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 APR 27 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest.

C. COULLIETTE

APR 28 2009

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cathedral Columbarium,
INC.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____

Signature _____

Requested by: Seth 4/27 11:00
Name Date Time

Walk-In Will Pick Up

**AMENDED AND RE-STATED
ARTICLES OF INCORPORATION
OF
CATHEDRAL COLUMBARIUM, INC**

The undersigned officer does hereby certify that the directors of the corporation, with approval of the membership, did duly amend and re-state the formation the corporation for charitable and religious purposes under the provisions of Chapter 617 of the Florida Statutes, as follows:

**ARTICLE I
NAME**

The name of the corporation shall be CATHEDRAL COLUMBARIUM, INC, and its address is: 140 4th Street North, St. Petersburg, FL 33701.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
PURPOSES**

The corporation is organized as a not-for-profit organization exclusively for religious purposes. The purposes of the corporation are:

- A. To carry on the general religious and charitable work of the General Convention of the Episcopal Church of the United States of America, and to engage in all aspects of the business of establishing, conducting and maintaining a columbarium in the Episcopal Diocese of Southwest Florida, and to form and maintain the public columbarium for the burial of deceased persons, including the indigent.
- B. The corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.
- C. To carry out the above purposes, the corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; as well as those purposes below; provided, however, that this corporation in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
19 APR 27 PM 3:49
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**ARTICLE IV
POWERS**

The corporation is empowered:

- A. To buy, own, sell, convey, assign, mortgage, lease, or encumber any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary to or consistent with the accomplishment of the purposes set forth in these Articles of Incorporation.
- B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the purposes described in these Articles of Incorporation and to secure the same by mortgage, pledge or other lien upon the corporation's assets.
- C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.
- D. In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code.
- E. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

**ARTICLE V
SOLE MEMBER**

The Bishop of the Episcopal Diocese of Southwest Florida shall be the sole member of this corporation. In the absence of the Bishop, the duly appointed administrator for the Diocese shall assume the role as the sole member until a new Bishop is duly installed.

**ARTICLE VI
BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have seven Directors. Directors shall be appointed in the following manner: Two appointments shall be made by the sole member, two appointments shall be made by the Rector of St. Peter's Episcopal Cathedral, two appointments shall be made by the Chapter of St. Peter's Episcopal Cathedral, and the Dean of the Cathedral shall serve as an ex-officio member. In the

event an appointment has not been made, the corporation may continue to manage its business affairs, provided there are no fewer than three directors, nor more than twelve. The qualifications shall include:

1. Directors shall be residents of the State of Florida
2. Directors must be persons who are competent to contract.

In the event an appointment has not been made, the corporation may continue to manage its business affairs, provided there are no fewer than three directors.

The names and addresses of the persons currently serving as Directors are:

Martha Goodwill
C/O 140 4th Street North
St. Petersburg, FL 33743-0200

Andrea Gorton
C/O 140 4th Street North
St. Petersburg, FL 33743-0200

Sheree Graves
C/O 140 4th Street North
St. Petersburg, FL 33743-0200

ARTICLE VII OFFICERS

Section 1. The officers of the corporation may include a Chair, Vice-chair, President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be determined by the Directors. A person may hold more than one office at one time.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VIII BY-LAWS

The Board of Directors may adopt or amend the By-Laws for the conduct of the corporation's business and the carrying out of its purposes, subject however, to the prior approval of the Sole Member of the corporation.

**ARTICLE IX
AMENDMENTS**

These Articles of Incorporation may be amended only upon approval of the Sole Member of the corporation.

**ARTICLE X
CONDUCT OF AFFAIRS**

The business and affairs of the corporation shall be conducted in a manner consistent with the Canons of the Episcopal Church and the religious directives of the Episcopal Diocese of Southwest Florida, all applicable directives and teachings of the Episcopal Church, and the provisions of the Articles of Incorporation and By-Laws of this corporation.

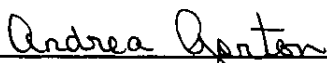
**ARTICLE XI
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. 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 or public office.

**ARTICLE XII
REGISTERED OFFICE AND AGENT**

The registered agent of this corporation is: Joseph A. DiVito, DiVito & Higham, P.A, 4514 Central Avenue, St. Petersburg, FL 33711.

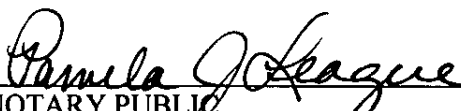
IN WITNESS WHEREOF, I, the undersigned Secretary of the Corporation does hereby certify that these Amended and Re-stated Articles of Incorporation were duly presented to the Board of Directors and to the Sole Member and were approved on this 17th day of April, 2009.



Andrea Gorton, Secretary

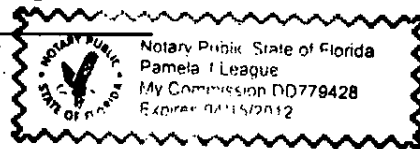
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17 day of April, 2009, by Andrea Gorton, as Secretary of Cathedral Columbarium, Inc, who is personally known to me or provided _____ as identification and who acknowledged before me that she executed and subscribed to these Amended and Re-stated Articles of Incorporation.



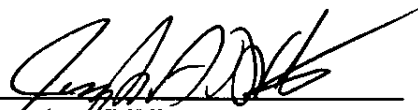
NOTARY PUBLIC

Name: _____
My Commission expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process on behalf of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Joseph A. DiVito
Registered Agent