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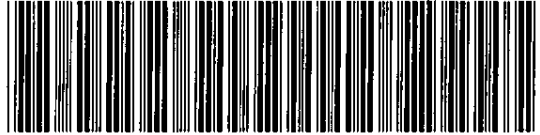
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2008 NOV 18 A 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 19 2008
D.A. WHITE

**HARRY S. COLBURN, JR.
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
444 W. DEARBORN STREET
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FLORIDA BAR BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT
ADMITTED U.S. TAX COURT
REGISTERED U. S. PATENT & TRADEMARK OFFICE

MASTER OF LAWS IN TAXATION
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MEMBER AMERICAN ASS'N ATTORNEY-CPAs
MEMBER AMERICAN ASS'N FOR JUSTICE

November 15, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

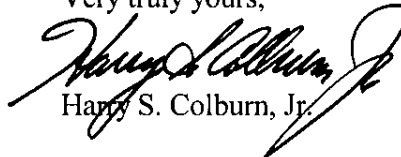
Re: St. Andrew's Episcopal Church of Boca Grande, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing please find original Articles of Incorporation for the above non-profit corporation together with a check in the amount of \$70.00 payable to "Division of Corporations" for the filing fee and registered agent fee.

Please acknowledge receipt of the Articles on the two extra copies and return both copies to me in the envelope provided. Thank you for your assistance.

Very truly yours,


Harry S. Colburn, Jr.

Enclosures

cc: Rev. C. Read Heydt
Bruce D. Birgbauer
W. Stanley Walch

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ARTICLES OF INCORPORATION

2009 NOV 18 A 11:19

OF

ST. ANDREW'S EPISCOPAL CHURCH OF BOCA GRANDE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida for the incorporation of religious societies, and to that end do hereby adopt and declare the following as the Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be St. Andrew's Episcopal Church of Boca Grande, Inc. (hereinafter referred to as "St. Andrew's") and it shall be located at 380 Gilchrist Ave., Boca Grande, Lee County, Florida, 33921.

ARTICLE II - PURPOSES

The general nature of the object of St. Andrew's (its "Charitable Purposes") is the support of the public worship of Almighty God, according to the faith and discipline of the Protestant Episcopal Church of the United States of America (the "Episcopal Church") and the Episcopal Church in the Diocese of Southwest Florida (the "Diocese"). St. Andrew's shall be a member of and belong to the Episcopal Church and the Diocese. St. Andrew's accedes to, recognizes and adopts the constitutions, Canons, doctrine, discipline and worship of the Episcopal Church and the constitution and Canons of the Diocese (collectively referred to hereafter as the "Canons.")

ARTICLE III - MEMBERS

The members of the Corporation at any point in time shall be those communicants of St. Andrew's who are then qualified electors at congregational elections for members of the Bishop's Committee while St. Andrew's remains a Mission or for members of the Vestry when St. Andrew's becomes a Parish pursuant to the Canons and the by-laws of St. Andrew's.

ARTICLE IV - DURATION

The term for which the Corporation is to exist shall be perpetual or until such time as said Corporation shall have been dissolved as provided by law.

ARTICLE V - INCORPORATORS

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

Rev. C. Read Heydt	Bruce D. Birgbauer	W. Stanley Walch
PO Box 691	PO Box 463	PO Box 1402
Boca Grande, FL 33921	Boca Grande, FL 33921	Boca Grande, FL 33921

ARTICLE VI – BOARD OF DIRECTORS

The governing board by whom all the affairs of the Corporation are to be managed that are not the province of the priest in charge of St. Andrew's pursuant to the Canons shall be a board of lay persons composed of no fewer than five (5) nor more than twelve (12) members who shall be at least eighteen (18) years of age and qualified Electors of St. Andrew's pursuant to Canon VIII Section 2. While St. Andrew's shall retain its status as a Mission under the Canons, the priest in charge shall be referred to as the Vicar and the governing lay board shall be called the Bishop's Committee. When St. Andrew's shall have attained the status of a Parish under the Canons, the priest in charge shall be referred to as the Rector and the governing lay board shall be called the Vestry.

The Vicar or Rector, as the case may be, shall be selected by the Bishop's Committee or the Vestry subject to the approval of the Bishop of the Diocese. The Vicar or Rector, as the case may be, shall continue in office subject to his employment agreement or until a vacancy shall be created by resignation, death or removal, according to the Canons, and shall, when present, preside with the right to vote at all Mission or Parish meetings and at all Bishop's Committee or Vestry meetings, except that the Bishop of the Diocese shall have the right to preside at a Bishop's Committee or Vestry meeting when the Canons so prescribe. The other duties and privileges of the Vicar or Rector are those prescribed by the Canons and the By-laws of St. Andrew's.

There shall be an annual meeting of the congregation within one hundred and twenty days before or on the twenty-eighth day of February each year, and at said meeting one third of the members to the Vestry or Bishop's Committee shall be elected by ballot. Each person

elected to serve on the Bishop's Committee or the Vestry must receive a majority of votes cast in person at the annual meeting. After each election while St. Andrew's is a Mission, the names of the persons elected to serve on the Bishop's Committee shall be submitted to the Bishop of the Diocese for approval and appointment. The Bishop's Committee shall nominate persons for approval and appointment by the Bishop of the Diocese to fill any vacancies that may occur during the year. When St. Andrew's becomes a Parish, the Vestry will elect persons to fill vacancies that occur during the year. Of the persons chosen and appointed as Bishop's Committee or Vestry members, the Vicar or Rector shall annually name one of them as Senior Warden, and one of them shall annually be elected as Junior Warden by the Bishop's Committee or Vestry. The Bishop's Committee or Vestry shall also elect annually a Secretary and a Treasurer who need not but may be members of the Bishop's Committee or Vestry. The offices of Secretary and Treasurer may be held by the same person.

Meetings of the Bishop's Committee or Vestry shall be held not less than four times per year. Other meetings may be provided for at regular times or called by the Vicar or Rector or by the Senior Warden, or at the request of two members of the Vestry or Bishop's Committee; and the Bishop of the Diocese may at her/his discretion call a meeting of the Bishop's Committee and preside at such a meeting. The other privileges and duties of the Bishop's Committee or Vestry, the Wardens, the Secretary and the Treasurer shall be as provided in the Canons and the by-laws of St. Andrew's.

ARTICLE VII - OFFICERS

The names and mailing addresses of the officers of the Corporation until the next appointment or first election of officers are:

Vicar: C. Read Heydt
PO Box 691
Boca Grande, FL 33921

Senior Warden: Bruce D. Birgbauer
PO Box 493
Boca Grande, FL 33921

Junior Warden: Barbara Trowbridge
PO Box 1791
Boca Grande, FL 33921

Secretary: Patrick P. Carey
PO Box 1846
Boca Grande, FL 33921

Treasurer: W. Daniel Headington
PO Box 795
Boca Grande, FL 33921

ARTICLE VIII – BY-LAWS

The by-laws of this Corporation (which must not be inconsistent with the Canons nor with the Articles of Incorporation) are to be made, altered, amended or rescinded by the Bishop's Committee or Vestry by a majority vote of those present provided that at least two thirds of those entitled to vote are present at a meeting where action is taken with respect to the by-laws.

ARTICLE IX - CONVEYANCES

No real property held by St. Andrew's including any church or chapel used for divine services by St. Andrew's may be encumbered or sold without the consent of a majority of the whole Bishop's Committee or Vestry at any regular or special meeting at which at least two-thirds of the members of the Bishop's Committee or Vestry were in attendance, nor without the consent of the Bishop acting with the advice and consent of the Standing Committee of the Diocese and the consent of the Diocesan Council. All conveyances and other instruments in the name of the Corporation shall be signed in the corporate name by the Vicar or Rector or by one of the Wardens or by any other officer of St. Andrew's who has been authorized by the Bishop's Committee or Vestry to execute the conveyance or instrument.

ARTICLE X - DISSOLUTION

In the case of the dissolution of the Corporation, all its property on the winding up of its affairs shall vest in the corporation known as The Diocese of Southwest Florida, Incorporated, or its successors or assigns, in trust to hold and convey the same to and for some existing or future congregation, or for members of the Episcopal Church in The Diocese of Southwest Florida, and to or for no other purposes. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to religious organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI - PROHIBITED ACTIVITIES

The Corporation:

- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of any member of the Bishop's Committee or Vestry, or any other communicant of St. Andrew's or to any other individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt from taxation under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not fail to distribute its income for each taxable year at such time and in such manner as is necessary to avoid becoming subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws;
- (f) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws;
- (g) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws, which would subject the Corporation to tax under Section 4943 of the Code;

- (h) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws; or
- (i) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended at a regular or special meeting of the Bishop's Committee or Vestry, or at an annual or special meeting of the members of the Corporation, duly called and convened for such purpose, and if approved by two-thirds vote of the entire Bishop's Committee or Vestry, or by a majority of the members present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Council of the Diocese, and if it be approved by them, it shall be and form part of said Articles of Incorporation upon the subsequent filing thereof by the Secretary of State of the State of Florida.

ARTICLE XIII – PRINCIPAL OFFICE; MAILING ADDRESS

The street address of the initial principal office of the Corporation is 380 Gilchrist Ave., Boca Grande, FL 33921.

The mailing address of the Corporation is PO Box 272, Boca Grande, FL 33921.

ARTICLE XIV – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 380 Gilchrist Ave., Boca Grande, FL 33921, and the name of the initial registered agent of the Corporation at that address is C. Read Heydt, and he indicates his acceptance of the designation as Registered Agent by his signature below.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of
Incorporation this 11th day of November, 2008.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Read Heydt
C. Read Heydt, Incorporator

Bruce D. Birgbauer
Bruce D. Birgbauer, Incorporator

W. Stanley Walch
W. Stanley Walch, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

The foregoing instrument was executed and acknowledged before me this 11th day of
November, 2008, by C. Read Heydt, Bruce D. Birgbauer, and W. Stanley Walch,
() all of whom are personally known to me, or (X) who each produced
Drivers License as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Cathleen G. Baer
Commission #DD389860
Expires: MAR. 08, 2009
Bonded Through [unclear]

Cathleen G Baer
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, C. Read Heydt, having been designated to act as Registered Agent for this Corporation, hereby declares that he is familiar with and accepts the obligations of Florida Statutes §607.0501, as the same may apply, accepts the designation of himself as Registered Agent, and agrees to serve in compliance with the provisions of Florida Statutes §48.091 and all other applicable Florida Statutes as the same may apply to the Corporation relating to the proper and complete performance of the duties of Registered Agent.

C. Read Heydt
C. Read Heydt, Registered Agent