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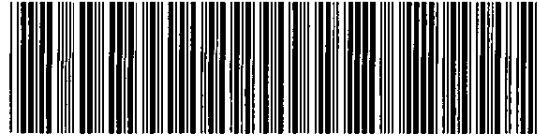
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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02/09/09--01034--018 **78.75

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TALLAHASSEE, FLORIDA

W0900000 6475

EP 3/13/09

COPY

COVER LETTER

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

SUBJECT: HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Fr. Kyrillos Makar
Name (Printed or typed)

C/o St Mary & St Mina COC, 2930 County Rd. 193
Address

Clearwater, FL, 33759
City, State & Zip

(727) 452 1188
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2009

FR. KYRILLOS MAKAR
C/O ST MARY & ST MINA COC
2930 COUNTY RD. 193
CLEARWATER, FL 33759

SUBJECT: HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION
Ref. Number: W09000006475

We have received your document for HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The registered agent must have a Florida street address. A post office box is not acceptable.

The registered agent must sign accepting the designation.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please complete number one the trustee name.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

Letter Number: 909A00004757

**Coptic Orthodox Patriarchate
Diocese of Southern USA.**

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February 22, 2009

Eula Peterson
Regulatory Specialist II
New Filing Section
Division of Corporations
FLORIDA DEPARTMENT OF STATE

Ref # W09000006475

Dear Ms Peterson:

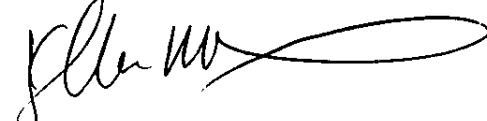
In response to the above referenced letter we have completed and enclosed the following documents:

1. Revised Articles of Incorporations as per the State regulations (original and copy).
2. The Registered Agent acceptance letter.
3. Copy of the application form.
4. Copy of your letter dated Feb. 10, 2009

We hope that this application will be approved after we have made all the required revisions.

Thank you,

Sincerely,



Fr. Kyrillos Makar
For, The Diocese.

**ARTICLES OF INCORPORATION
OF
HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC.**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC (the "Corporation") pursuant to the provisions of Chapter 617, Florida Statutes (FS) Non-Profit Corporation Act (the "Act").

ARTICLE I

The name of the Corporation is HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC. With its principal address located at
1110 John McCain Street
Colleyville, TX. 76034

ARTICLE II

The Corporation is a non-profit Corporation. Upon dissolution, all of the Corporation's assets shall be distributed as set forth in Article VIII below.

ARTICLE III

The period of the Corporation duration is perpetual.

ARTICLE IV

The Corporation is organized exclusively for making affordable housing available to the seniors and elderly members of the Coptic Orthodox community in North America as reflected in its adopted Bylaws of HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC as each shall be amended from time to time.

ARTICLE V

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to trustees, officers or other persons for services rendered to or for the Corporation in furtherance of one or more of the purposes set forth above.

ARTICLE VI

No part of the income of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that, as set forth in Article V above, 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 set forth herein. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the

requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax - deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to one or more of the Coptic Orthodox Churches located in the Diocese of Southern United States, as set forth in Article VIII herein.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

ARTICLE VII

The Corporation herein adopts for observance and compliance all of the indemnity provisions of chapter 617 of Florida Statutes (FS), now existing or subsequently amended (herein referred to as "the Article") wherein any member of the Board of Trustees heretofore, presently or hereafter serving as a member of the Board of Trustees, is threatened to be named as a Defendant or Respondent in a proceeding solely because such person was a trustee, be indemnified by the Corporation in accordance with the provisions of the Article, if such trustee was acting in compliance with the Article, and not under the exceptions as stated in the Article.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of

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the assets of the Corporation exclusively for or to one or more of the Coptic Orthodox Churches located in the Diocese of the Southern United States, organized and operated exclusively for charitable and religious purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

The street address of the Corporation's initial registered office ~~1110 John McCain Road, Colleyville, Texas 76034~~, and the name of its initial registered agent is Fr. Kyrillos Makar residing at 2930 County Rd 193, Clearwater, FL. 33759

ARTICLE X

The Corporation shall have no members.

ARTICLE XI

The Corporation shall be governed by a Board of Directors hereinafter referred to as the Board of Trustees which shall consist of no less than three members. The Bishop of the Coptic Orthodox Diocese of the Southern United States and his successors in office shall, by virtue of his office, be a Trustee of this Corporation. Two or more persons selected by the Bishop from among the priests, deacons, or the members of Coptic Orthodox Congregation will serve on the Board in the manner provided from time to time by the rules and regulations of its adopted Bylaws and as guided by the rules of the Synod Committee for the Coptic Churches in Immigration or by the Coptic Orthodox Diocese of the Southern United States. The Bishop and such other persons shall together constitute the Board of Trustees thereof. The Trustees of HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC shall exercise their powers in accordance with the rules, statutes, regulations and usage of the Coptic Church of Alexandria Bylaws adopted by Synodical Committee for the Coptic Churches In Immigration, provided, however, that no act or proceeding of the Trustees of this Corporation shall be valid without the approval of the Bishop of the Diocese or, in case of his absence or inability to act, without the approval of the Vicar of such Diocese.

ARTICLE XII

The names and addresses of the Trustees who are to serve as the initial Board of Trustees for the first year or until their successors are selected according to the rules and regulation of the Coptic Orthodox Diocese of Southern US or Synodical Committee for the Coptic Churches in Immigration are:

	<u>NAME OF TRUSTEE</u>	<u>ADDRESS</u>
1.	His Grace Bishop Youssef Bishop of the Coptic Orthodox Patriarchate Diocese of Southern United States	1110 John McCain Road Colleyville, Texas 76034-1005
2.	Fr. Kyrillos Makar St. Mary and St. Mina Coptic Orthodox Church	2930 County Rd 193 Clearwater, FL. 33759

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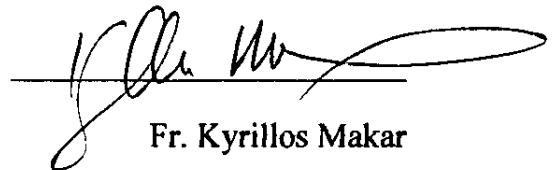
3. Fr. Theophilus Mikhail.

1110 John Mc Cain Road
Colleyville, Texas 76034

ARTICLE XIII

The name and address of the Incorporator (Registered Agent) is Fr. Kyrillos Makar C/O St Mary and St. Mina Coptic Orthodox Church, 2930 County Rd. 193 Clearwater, Fl. 33759.

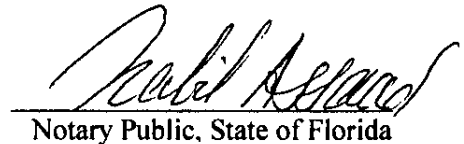
These Article of Incorporation were executed this 25 day of Feb 2009


Fr. Kyrillos Makar

THE STATE of Florida
COUNTY OF Pinellas

I, the undersigned authority, a duly authorized and appointed Notary Public of the State of Texas, do hereby certify that on this the 25 day of Feb, 2009, personally appeared Fr Kyrillos Makar known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared to me that he is the person who signed the foregoing document as Incorporator, and the Statements therein contained are true and correct.

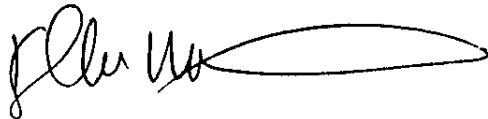
NABIL ASSAAD
Notary Public, State of Florida
My Comm. Expires Sept. 25, 2012
No. DD826116


Notary Public, State of Florida

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TALLAHASSEE, FLORIDA

To Whom It May Concern

This is to certify that I the undersigned Fr. Kyrillos Makar of St. Mary and St. Mina Coptic Orthodox Church and residing at 2930 County Rd 193, Clearwater, FL. 33759. Accept to act as the registered agent for HH POPE SHENOUDAH III SENIORS HOUSING ASSOCIATION, INC a Florida non profit corporation.



Fr. Kyrillos Makar
Priest of St Mary and St. Mina Coptic Orthodox Church

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