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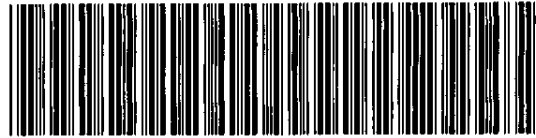
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**ARTICLES OF INCORPORATION OF**  
**GULF ATLANTIC DIOCESE OF <sup>the</sup> ANGLICAN CHURCH IN NORTH AMERICA**  
**a not for profit corporation.**

**ARTICLE I.**

**Name**

The name of this corporation is the Gulf Atlantic Diocese of the Anglican Church in North America, Inc., a not for profit corporation.

**ARTICLE II.**

**Duration**

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the, Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

The business affairs of the Corporation shall be conducted consistent with the Bylaws and Constitution adopted by the Corporation at its formation meeting on August 29, 2009.

**ARTICLE III.**

**Purposes**

The primary purpose for which this Corporation is organized is to promote Christian fellowship and support the ministries of orthodox Anglican Churches through activities of prayer, sharing of ministries and raising money to support the member Churches. The Gulf Atlantic Diocese of the Anglican Church of North America, Inc. will conduct the following activities:

A. Properties - To help member Churches construct, furnish, maintain, repair, purchase, rent, own or otherwise deal any type of property used by a member, and to help plant or begin new orthodox Anglican churches in Florida and Georgia.

B. Outreach/Mission - To support and benefit the Christian mission of the

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member Churches throughout the world.

C. Education - To support and benefit the Christian educational activities of its member Churches.

D. Worship/Music - To support and benefit the Christian worship activities of its member Churches.

E. Any and all actions authorized by the Bylaws and Constitution adopted by the Corporation at its formation meeting on August 29, 2009.

The purpose of this Corporation is to attract contributions to be used for above described actions, but shall not be in substitution of the member Church's responsibilities to raise money to finance the normal operation of the activities of the church, such as salaries.

Donors may restrict their gifts to specific purposes consistent with the purposes of the Corporation, or the donor may make unrestricted gifts in which case the gift may be used at the discretion of the trustees, consistent with the bylaws of the Anglican Alliance of North Florida, Inc. which will be adopted at its Initial meeting.

The Corporation may undertake any action necessary to further this general purpose.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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 Code.

#### **ARTICLE IV.**

##### **Dedication of Assets**

All of the funds and other property of this Corporation and any monies or other benefits from its operations shall be used solely for the charitable projects in furtherance of the purposes of the Corporation. No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable

compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activity or activities not permitted to be carried on (a) by 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 Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

## **ARTICLE V.**

### **Membership**

The initial Corporation membership consists of Member Churches. The Member Churches sent representatives to a meeting on August 29, 2009 for the formation of the new corporation. The Church Members, who constituted the formation of the Gulf Atlantic Diocese of the Anglican Church of North America are listed alphabetically:

- All Saints Anglican Church
- All Souls Anglican Church, Jacksonville.
- Anglican Beaches Church, Jacksonville.
- Calvary Anglican Church, Jacksonville.
- Christ's Anglican Church, High Springs.
- Christ Church Anglican, Jacksonville.
- Christ Church Anglican, Crawfordville
- Christ Church, Savannah, Georgia
- Christ The King Anglican Church
- Church of the Good Samaritan (Anglican), Orange Park.
- Holy Cross Anglican Church, Tallahassee.
- Church of the Redeemer, Jacksonville.
- Immanuel, Keystone Heights.
- Servants of Christ Anglican, Gainesville.
- St. Barnabas Church, Jacksonville.
- St. Christopher, Crystal River
- St. Luke's Community of Life, Tallahassee.
- St. Peter's in the Glen, Macclenny.

- St. Peter's Anglican Church, Tallahassee.
- Trinity Anglican, Thomasville, Georgia.

New Member Churches can be added to, or withdrawn from, the Gulf Atlantic Diocese of the Anglican Church of North America, Inc., consistent with the Bylaws and Constitution enacted by the Corporation.

#### **ARTICLE VI.**

##### **Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent**

The mailing and street address of the principal office of the Corporation is 1650 Margaret Street, Ste. 302, PMB #141, Jacksonville, Florida 32204. The name and street address of the initial registered agent is the following: Rt. Rev. Neil Lebhar, 8525 Baymeadows Road, Ste. 31, Jacksonville, Florida 32256.

#### **ARTICLE VII.**

##### **Trustees/Chief Officer**

The names of the Trustees for the Corporation are the Standing Committee as selected by the Corporation's members during its formation meeting on August 29, 2009. Membership on the Standing Committee shall rotate consistent with the Bylaws and Constitution adopted by the Corporation. The Chief Officer of the Corporation is Rt. Rev. Neil Lebhar, 8525 Baymeadows Road, Ste. 31, Jacksonville, Florida 32256.

#### **ARTICLE VIII.**

##### **Incorporator**

The name and address of the incorporator of this Corporation is Thomas Crapps, 1018 Thomasville Road, Ste. 103, Tallahassee, Florida 32303.

#### **ARTICLE IX.**

##### **Indemnification of Trustees and Officers**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil,

criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Trustee, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground or belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that may - such Trustee or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or officer seeks indemnification were properly incurred and that such Trustee or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or trustees of Florida not for profit corporations from liability.

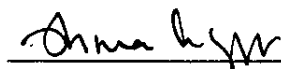
## **ARTICLE X.**

### **Management of Corporate Affairs**

(a) Board of Trustees/Standing Committee: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Trustees/Standing Committee. The number of trustees of the Corporation shall be seven (7); provided, however, that such number may be changed consistent with the Bylaws and

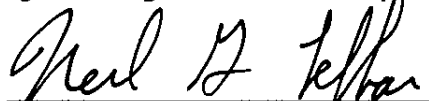
Constitution of the Corporation. The term and selection of Standing Committee Members shall be consistent with the Bylaws and Constitution of the Corporation.

(b) Corporate Officers: The Corporate Officer of the Corporation is selected pursuant to the procedure set out in the Bylaws and Constitution of the Corporation. The Chief Executive Officer of the Corporation selected during the formation Rt. Rev. Neil Lebhar, and the Corporation's Secretary is Rev. Travis Boline. The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of Incorporation on this December 18, 2009.

  
\_\_\_\_\_  
Thomas P. Crapps  
Incorporator

Date: December 18, 2009

***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.***

  
\_\_\_\_\_  
Rev. Neil Lebhar

Date: December 11, 2009

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