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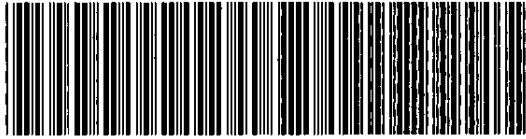
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 JUL - 5 PM 2:40

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AND
FILED

VH

COVER LETTER

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

SUBJECT: Saint Matthias Seminary Corp.
(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: Chet Steele
Name (Printed or typed)

1410 Cordova Rd. Apt. 26B
Address

Ft. Lauderdale, FL. 33306
City, State & Zip

954--558-9068
Daytime Telephone number

jetbike89@aol.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

APPROVED
AND
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ARTICLE I NAME

Saint Matthias Seminary Corp.

The name of the corporation shall be:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPLE OFFICE

Principal street address

Mailing address, if different is:

7488 Westside Ave.
Springhill, FL.
34607

1410 Cordova Rd. Apt 26B
Fort Lauderdale, FL.
33316-2184

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

St. Matthias is a non-profit religious training institute organized under the auspices and authority of the United Anglican Church Province II, to provide religious training for students who desire to serve in the United Anglican Church Province II.

ARTICLE IV MANNER OF ELECTION

 The manner in which the directors are elected and appointed:

Appointed by Missionary Bishop of United Anglican Church, Province II

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Rt. Rev. Michael Jarrett, President
Address: Administrative Office, USA
301 9th St. Cando, N.D. 58324

Name and Title: Michael Wood, Treasurer
Address: 307 Maxwell Ct SW
Shellsburg, IA 52332-9590

Name and Title: Chet Steele, V.P.
Address: 1410 Cordova Dr. Apt 26B
Ft. Lauderdale, FL. 33316

Name and Title: _____
Address: _____

Name and Title: Most Rev'd Sean E Larkin, Secretary
Address: 2 Rosewarne Close
Woking, Surrey GU21 3PN UK

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. box Not acceptable) of the registered agent is:

Name: Chet Steele
Address: 1410 Cordova Rd. Apt. 26B
Ft. Lauderdale, FL. 33306

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Chet Steele
Address: 1410 Cordova Rd. Apt. 26B
Ft. Lauderdale, FL.

winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX CONFLICT OF INTEREST POLICY

I. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement, or
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

III. PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussing of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

V. COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from a voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee who jurisdiction includes compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. PERIODIC REVIEWS

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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.

Chet Steele

Required Signature of Register Agent

6 July 11

Date

I submit this document and affirm that the facts stated here are true. I am aware that any false information submitted in a document to the Secretary of State constitutes a third degree felony as provided for in s.817.155, F.S.

Chet Steele

Required Signature of Incorporator

6 July 11

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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