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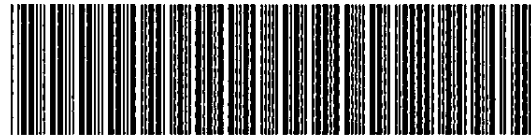
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 22, 2011

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

Robyn Lynn Sztynodor, Esq.
The Lennar Corporate Center
730 NW 107th Avenue, Suite 214
Miami, FL 33172

RE: Articles of Incorporation of Saint Margaret's and San Francisco De Asis Episcopal Church, Inc. and Filing Fee.

Dear Florida Department of State,

My name is Robyn Lynn Sztynodor and I am an associate attorney with Mesa & Associates, P.A. Please find the attached Articles of Incorporation of Saint Margaret's and San Francisco De Asis Episcopal Church, Inc. and the requisite filing fee of \$35.00 (See attached check). If there is any problem with this submission please do not hesitate to contact me at the above address, by telephone at 305.863.1000, or by facsimile at 305.863.1022.

Best,

A handwritten signature in black ink, appearing to read "R. Sztynodor" with a stylized flourish at the end.

Robyn Lynn Sztynodor, Esq.
FLORIDA BAR NO. 89253

T 305.863.1000
F 305.863.1022
E rls409@nyu.edu
730 NW 107th Ave, Suite 214
Miami, Florida 33172



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2011

MESA & ASSOCIATES, P.A.
730 N.W. 107TH AVE., SUITE 214
MIAMI, FL 33172

SUBJECT: SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL
CHURCH, INC.
Ref. Number: W11000060813

We have received your document for SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6921.

Maryanne Dickey
Regulatory Specialist II Supervisor
New Filing Section

Letter Number: 011A00027118



January 4, 2012


Florida Department of State
Attention: Maryanne Dickey
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SAINT MARGARET'S AND SAN FRANCISCO DE ASIS
EPISCOPAL CHURCH, INC.
Ref. Number: W11000060813

Dear Ms. Dickey:

Enclosed please find a check for the balance due of \$35.00 to complete the merger and another check in the amount of \$236.25 to reinstate San Francisco de Asis Episcopal Church, Inc. Following your instructions, attached you will find a copy of your letter dated December 05, 2011 and the corrected original Articles of Incorporation. Should you require additional information please feel free to contact us at your convenience.

Sincerely,


Manuel Arthur Mesa
MAM/je

T 305.863.1000
F 305.863.1022
E mesalaw@aol.com
730 NW 107th Ave, Suite 117
Miami, Florida 33172

ARTICLES OF INCORPORATION

OF

**SAINT MARGARET'S AND SAN FRANCISCO DE ASIS
EPISCOPAL CHURCH, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

Name of Corporation

The name of the corporation is SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 617 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of the Corporation

The purposes of this corporation are as follows:

- A. To establish a combined and unified mission in the area of Miami Lakes, Hialeah and its vicinities through the combined efforts of Saint Margaret's Church, Inc. and San Francisco de Asis Episcopal Church, Inc.;
- B. To reach persons in the area of Miami Lakes, Hialeah and its vicinities that are not currently attending any church;
- C. To offer an alternative to those Episcopalians in the area of Miami Lakes and Hialeah and its vicinities who are not presently attending church;
- D. The mission of SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. is to restore and support the public worship of Almighty God, according to the faith and discipline of The Episcopal Church and of the Diocese of Southeast Florida;

- E. The corporation shall abide by and be subject to the Constitution and Canons of the Episcopal Church and the Diocese of Southeast Florida.
- F. To provide public worship of Almighty God, according to the faith and discipline of The Episcopal Church in the United States of America and of the Church in the Diocese of Southeast Florida, in the English and Spanish languages, with at least one mass per week in each language.

ARTICLE IV

Street Address and Initial Principal Office of the Organization

The principal office of the organization for this corporation shall be:

15650 Miami Lakeway North
Miami Lakes, Florida 33014

ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

MANUEL ARTHUR MESA, ESQ.
730 NW 107th Avenue
Suite 115
Miami, Florida 33172

The Board of Directors of the corporation, also known as "the Vestry", may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapters 607, 617 and Section 48.091, Florida Statutes, and located at the initial

registered office, shall be:

MANUEL ARTHUR MESA, ESQ.
730 NW 107th Avenue
Suite 115
Miami, Florida 33172

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors also known as “the Vestry” which shall consist of not less than six members, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business. Pursuant to the terms and conditions of the merger by and between Saint Margaret’s Church, Inc. and San Francisco de Asis Episcopal Church, Inc. (“merged entities”) the respective vestries of both entities shall merge together into this corporation which shall be managed by one vestry comprised of no less than six members. The Rector of Saint Margaret’s and San Francisco de Asis Episcopal Church, Inc. shall preside at all meetings. The remaining six members shall be comprised initially of three members from the membership roll of Saint Margaret’s and three members from the membership roll of San Francisco. Two of the six members shall serve three year terms; two of the six members shall serve two year terms; and the remaining two members shall serve one year terms. As each term expires and the election of new members is required the new members shall be comprised of one member from the membership roll of Saint Margaret’s at the time of this merger and one member from the membership roll of San Francisco at the time of this merger. This requirement shall continue for six years or until modified or amended by a supermajority (66 2/3%) of the vestry. After the six years, the election of new members to the vestry shall be from the membership roll of Saint Margaret’s and San Francisco de Asis Episcopal Church,

Inc. All other decisions of the Vestry shall be made by a simple majority.

The initial directors also known as Vestry members shall be:

The Reverend Richard Aguilar
Tim Foster
Manuel G. Mesa
Guy Evans
Alberto Fernandez
Wayne Dott
Luis Hernandez

ARTICLE VIII

Incorporator

The name and address of the incorporator is as follows:

MANUEL ARTHUR MESA, ESQ.
730 NW 107th Avenue
Suite 115
Miami, Florida 33172

ARTICLE IX

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by the Vestry, at any regular or duly scheduled special meeting.

ARTICLE X

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the

authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Vestry. Any person may hold two or more offices.

ARTICLE XI

Members

The members of the corporation shall be those persons who are qualified voters at the election for the members of the Vestry under the Canons of the Church. No person who shall disclaim or refuse conformity to the Constitution, Canons and Doctrines of the Episcopal Church or of the Constitution and Canons of the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein, nor shall any such person vote for Vestry persons or appointed or elected a member of the Vestry, or exercise any function in, concerned or connected with this corporation.

ARTICLE XII

Real and Personal Property

The Corporation shall not encumber, sell, alienate, transfer, or convey real property except as provided by the Canons of the Diocese.

ARTICLE XIII

Dissolution

In the case of dissolution of the Corporation, all of its residual assets shall be distributed to the Diocese or, if it is not then an organization described in each of sections 501 (c)(3) and 17 (c)

of the Internal Revenue Code, to the Episcopal Church or, if it is not then such an organization, to an organization which is so described as shall be designated by the last Vestry of this Corporation.

ARTICLE XIV

Activities Not Permitted

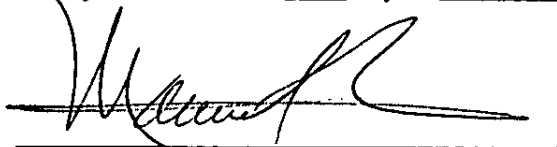
Notwithstanding any other provisions of these Articles, the Corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("the Code") or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XV

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the Vestry.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15 day of JUNE, 2010.



Manuel Arthur Mesa, Esq.
Incorporator

SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

A handwritten signature in black ink, appearing to read 'Manuel Mesa', written over a horizontal line.

Manuel Arthur Mesa
Registered Agent

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