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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE JAQUELIN J. DANIEL PRESERVATION FUND FOR ST.
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SECTION 1
TALLAHASSEE, FLORIDA
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SECTION 4 OF CHAPTER
TALLAHASSEE, FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE JAQUELIN J. DANIEL PRESERVATION FUND, INC.

(Pursuant to Chapter 617, Florida Statutes).

The Articles of Incorporation of The Jaquelin J. Daniel Preservation Fund, Inc. are amended and restated to read as follows:

"ARTICLE I-NAME

The name of this corporation is The St. John's Cathedral Preservation Fund, Inc.

ARTICLE II-DURATION OF THE CORPORATION

This corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all the members of the Board of Directors, the corporation may be dissolved. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, the corporation, after the payment of all of the debts of the corporation and expenses of dissolution, shall distribute all of the assets of the corporation to the Diocese of Florida (the "Diocese"), a division of the Episcopal Church, to be held by the Diocese as a separate trust fund to be administered in accordance with the provisions of these Articles of Incorporation exclusively for the purposes of the corporation as set forth in Article III of these Articles of Incorporation. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members, directors or officers of this corporation or to any private individual.

ARTICLE III-GENERAL PURPOSES OF THE CORPORATION

The purposes for which the corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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(b) To utilize the corporation's assets exclusively to maintain, preserve, restore, and repair the St. John's Cathedral located in Jacksonville, Florida (including real property and fixtures appurtenant thereto).

(c) To operate without regard to race, creed, age, sex or natural origin.

(d) To carry out its functions such that no substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Except as otherwise limited by these Articles of Incorporation, to have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(f) Except as otherwise limited by these Articles of Incorporation, to qualify under the laws of any other state or country for the carrying out of the purposes and objects of the corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the assets for the purposes of the corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this

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corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for the purposes of the corporation; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this corporation is formed.

(g) Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV-MEMBERSHIP

The names, addresses and initial terms of office of the initial members are:

<u>Name</u>	<u>Address</u>
Gustave J. Weltsek, Jr.	256 East Church Street Jacksonville, Florida 32202
Mark Hulsey	1800 Florida National Bank Tower 225 Water Street Jacksonville, Florida 32202
Robert A. Hawkins	Post Office Box 40789 Jacksonville, Florida 32231
Stanly Gordon	2614 Independent Square Jacksonville, Florida 32202

The initial members shall serve as members for so long as they qualify as members as provided hereafter. The members shall be the individuals holding the following offices of St. John's Parish at Jacksonville, Florida, Inc., also known as St. John's Cathedral: Dean, Senior

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Warden, Junior Warden, Chairman of the Property Committee and Chairman of the Finance Committee. The removal or election of any individual as such an officer of St. John's Parish at Jacksonville, Florida, Inc., shall effect an immediate change in the members of this corporation such that at all times, only individuals holding the above offices of St. John's Parish at Jacksonville, Florida, Inc., shall be members of this corporation.

ARTICLE V-DISPOSITION OF ASSETS

In each calendar year the Board of Directors and any of the officers of the corporation are authorized to expend an amount up to five percent (5%) of the fair market value of the assets of the corporation as of December 31 of the prior calendar year (the "unitrust amount"). Any such amounts not expended in one calendar year may not be expended in subsequent calendar years. The term "fair market value" shall have the meaning given that term in Section 738.1041 of the Florida Statutes. The term "unitrust amount" shall have the meaning given that term in Section 738.1041(2)(b)1.(a) of the Florida Statutes.

ARTICLE VI-AMENDMENT OF ARTICLES OF INCORPORATION

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The provisions of Articles II, III (b), V or VI of these Articles of Incorporation may only be modified or amended by majority vote of the members of the corporation with the prior written consent of the ~~providing~~ Bishop and the Diocesan Council of Florida of the Episcopal Church. Any other provision of these Articles of Incorporation may be amended by majority vote of the members of the corporation.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Florida National Bank Tower, 225 Water Street, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Smith & Hulsey.

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ARTICLE VIII-BOARD OF DIRECTORS

The directors of this Corporation shall be the members of the corporation as provided in Article V of these Articles of Incorporation. The name and address of each person who is to serve as an initial member of the Board of Directors of this corporation is:

Gustave J. Weltsek, Jr.
256 East Church Street
Jacksonville, Florida 32202

Mark Hulsey
1800 Florida National Bank Tower
225 Water Street
Jacksonville, Florida 32202

Robert A. Hawkins
Post Office Box 40789
Jacksonville, Florida 32231

Stanly Gordon
2614 Independent Square
Jacksonville, Florida 32202

ARTICLE IX-INCORPORATOR

The name and address of the incorporator is Dennis L. Blackburn, 1800 Florida National Bank Tower, 225 Water Street, Jacksonville, Florida 32202."


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IN WITNESS WHEREOF, the undersigned members of this corporation have executed these Amended and Restated Articles of Incorporation this 7th day of November 2016.

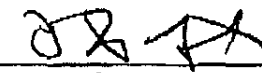
"MEMBERS"




Dean



Senior Warden



Junior Warden



Chairman, Property Committee

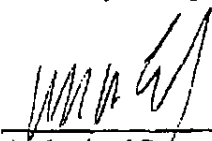


Chairman, Finance Committee

CONSENT OF DIOCESE



Presiding Bishop, The Diocese of Florida



Authorized Representative, Diocesan
Council of Florida of the Episcopal Church