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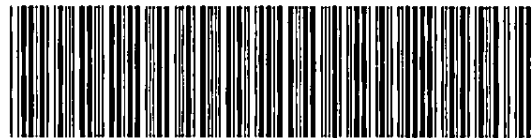
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FL

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## COVER LETTER

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

SUBJECT: Woptic Orthodox Diocese of the Southern United States, Inc.  
(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: Roxanne Ahobrial  
Name (Printed or typed)

Two Riverway, Suite 1770  
Address

Houston, Texas 77056  
City, State & Zip

713 800 6800  
Daytime Telephone number

Roxanne@ghobrialaw.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  
OF  
COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC. (referred to as the "Corporation") under the Florida Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1  
NAME

The name of the Corporation is COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC.

ARTICLE 2  
NON PROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to one or more of the Coptic Orthodox Churches in the Coptic Orthodox Patriarchate - Diocese of Southern United States, organized and operated exclusively for charitable and religious purposes as shall from time to time qualify as exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Florida franchise tax.

ARTICLE 3  
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4  
PURPOSES

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and the Florida Tax Code. Specifically, the Corporation is organized to operate a church and shall be governed by the Uniform By-Laws of the Coptic Orthodox Churches of North America as reflected in the By-Laws of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC., as each may be amended from time to time.

ARTICLE 5  
POWERS

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 directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set for above.

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## ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. 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 objections 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 the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
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.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 49-42. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d). The Corporation shall not retain excess business holdings as defined in Section 4943(c). The Corporation shall not make any investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4945(e).

ARTICLE 7  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE 8  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and mailing address is 4951 S. Washington Ave, Titusville, Florida 32780. The name and address of the initial registered agent and incorporator is Joseph G. Guirguis, aka Bishop Basil, 4951 S. Washington Ave, Titusville, Florida 32780.

ARTICLE 9  
BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees consisting of no less than three members. The Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States in which the place of worship of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC. is located, 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 of the Coptic Orthodox Patriarchate – Diocese of Southern United States from among the priests and deacons of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC. in the manner provided from time to time by the rules and regulations of the Coptic Orthodox Church adopted by the Synodical Committee for the Coptic Churches in Immigration shall also be trustees of this Corporation, and the Bishop of the Coptic Orthodox Patriarchate – Diocese of Southern United States and the other such persons shall together constitute the Board of Trustees thereof. The Trustees of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC. shall exercise their powers in accordance with the rules, statutes, regulations and usages of the Coptic Church of Alexandria 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 Coptic Orthodox Patriarchate – Diocese of Southern United States in which the place of worship of this Church is located, or, in case of his absence or inability to act, without the approval of the Vicar of such Diocese or Archdiocese, and in addition to the Trustees, this provision includes officers and any other individual or group of individuals claiming to act on behalf of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC. The number of Trustees may be increased or decreased by adoption or amendment of bylaws. The Board of Trustees shall consist of the following persons at the following addresses:

Name of Trustee	Address
Bishop Youssef	P.O. Box 1005, Colleyville, Texas 76034
Joseph G. Guirguis, aka Bishop Basil	4951 S. Washington Ave, Titusville, Florida 32780
Father Theophilus Mikhail	P.O. Box 1005, Colleyville, Texas 76034

ARTICLE 10  
LIMITATION ON LIABILITY OF TRUSTEES

A Trustee is not liable to the Corporation for monetary damages for an act or omission in the Trustee's capacity as Trustee except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 11

The Corporation shall take no action(s) contrary to the rules, statutes, regulations and usages of the Coptic Orthodox Church of Alexandria adopted by the Synodical Committee for the Coptic Orthodox Churches in Immigration, or contrary to the policies of the Bishop of the Coptic Orthodox Diocese of the Southern United States.

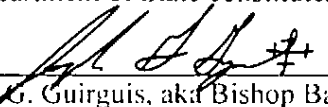
ARTICLE 12  
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Trustees shall have the power to define the requirements and limitations for the Corporation to indemnify Trustees, officers, or others related to the Corporation.

ARTICLE 13  
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

I, Joseph G. Guirguis, aka Bishop Basil, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, am familiar with and accept the appointment as registered agent and agree to act in this capacity. Further, I, Joseph G. Guirguis, aka Bishop Basil, as incorporator, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Joseph G. Guirguis, aka Bishop Basil, Trustee, registered agent, and incorporator  
of COPTIC ORTHODOX DIOCESE OF THE SOUTHERN UNITED STATES, INC.

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TALLAHASSEE, FL

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