

N21 000014118

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

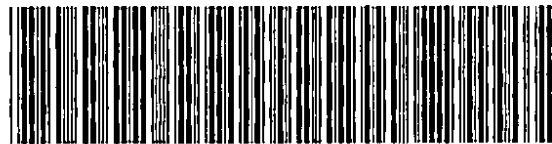
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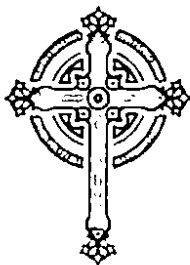
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*Restated  
Art.*

2022 MAR -8 AM 11:53

FILED

APR 05 2022  
D COWELL



# All Souls

February 17, 2022

Florida Department of State  
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
ATTN: Darlene Connell

RE: Letter Number 122A00000437

Dear Darlene Connell,

Pursuant to your enclosed letter number 122A00000437 dated January 6, 2022, please find enclosed Articles of Incorporation restated in their entirety for All Souls Episcopal Church of Horizon West, Inc., ref number N21000014118. Said Articles of Incorporation were restated as required by Section 617.1007, Florida Statutes, by approval of the Board of Directors.

Please do not hesitate to contact me if additional information is required. Thank you for your assistance in this matter.

With sincere thanks,

*Matthew Ainsley*

Fr. Matthew Ainsley  
All Souls Episcopal Church of Horizon West, Inc.  
14422 Shoreside Way  
Suite 110, #322  
Winter Garden, FL 34787  
Frmatt@allsoulsfl.org  
407-257-3426



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 6, 2022

MATTHEW AINSLEY  
14422 SHORESIDE WAY  
SUITE 110, #322  
WINTER GARDEN, FL 34787

SUBJECT: ALL SOULS EPISCOPAL CHURCH OF HORIZON WEST, INC.  
Ref. Number: N21000014118

We have received your document 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):

ARTICLES OF CORRECTION WOULD NOT BE THE PROPER FILING TO CORRECT THE ARTICLES OF INCORPORATION IN THEIR ENTIRETY. IF YOU CHOOSE TO FILE ANOTHER SET OF ARTICLES, THEY MUST BE ENTITLED "RESTATED ARTICLES OF INCORPORATION". THE RESTATED ARTICLES MUST HAVE A DATE OF ADOPTION AND A STATEMENT THAT THESE RESTATED ARTICLES OF INCORPORATION CONTAIN AN AMENDMENT TO THE ARTICLES OF INCORPORATION WHICH REQUIRED MEMBER APPROVAL OR THESE RESTATED ARTICLES OF INCORPORATION WERE ADOPTED BY THE BOARD OF DIRECTORS.

Please return 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) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 122A00000437

# RESTATED ARTICLES OF INCORPORATION

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

2022 MAR -8 AM 11:53

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of the corporation is: All Souls Episcopal Church of Horizon West, Inc.

## ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: \_\_\_\_\_

SEE ATTACHED ARTICLES OF INCORPORATION AS RESTATED

## ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change                      PT      John Doe

X Remove                      V      Mike Jones

X Add                              SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change ___ Add ___ Remove	<u>Sr. Warden</u>	<u>Robert Conway</u>	<u>817 Civitas Way</u> <u>Winter Garden, FL 34787</u>
2) <u>X</u> Change ___ Add ___ Remove	<u>Jr. Warden</u>	<u>Roger Beck</u>	<u>6348 Coopers Green Ct.</u> <u>Orlando, FL 32819</u> <u>NOTE: Change Title</u>
3) ___ Change <u>X</u> Add ___ Remove	<u>Rector</u>	<u>Matthew Ainsley</u>	<u>1814 Delafield Dr.</u> <u>Winter Garden, FL 34787</u>
4) ___ Change <u>X</u> Add ___ Remove	<u>D</u>	<u>Sherrell Wilson</u>	<u>4439 Aruba Blvd.</u> <u>Clermont, FL 34711</u>
5) ___ Change <u>X</u> Add ___ Remove	<u>D</u>	<u>Gavin Patrick</u>	<u>6167 Hamlin Reserve Blvd.</u> <u>Winter Garden, FL 34787</u>
6) ___ Change <u>X</u> Add ___ Remove	<u>D</u>	<u>Lisa Acharekar</u>	<u>4817 Palm Tree Ct.</u> <u>Windermere, FL 34786</u>

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: N/A

Address: \_\_\_\_\_  
\_\_\_\_\_

*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*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Adoption of Amendment(s) (CHECK ONE)**

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was \_\_\_\_\_, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

**ARTICLE VIII EFFECTIVE DATE:**

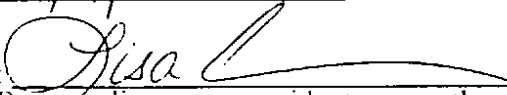
Effective date, if other than the date of filing: \_\_\_\_\_, (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*

Dated: 2/17/22

Signature:   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Lisa Acharekar  
(Typed or printed name of person signing)

Director  
(Title of person signing)

**RESTATED**  
**ARTICLES OF INCORPORATION**

FOR

**ALL SOULS EPISCOPAL CHURCH OF HORIZON WEST, INC.**

**ARTICLE I: NAME**

The name of the corporation shall be ALL SOULS EPISCOPAL CHURCH OF HORIZON WEST, Inc.

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of activity and the mailing address of the corporation shall be 14422 Shoreside Way, Suite 110, #322, Winter Garden, Florida, 34787.

**ARTICLE III: PURPOSE**

The corporation acknowledges its allegiance to be due to the One, Holy, catholic and Apostolic Church of Christ; and recognizing the body known as the Protestant Episcopal Church in the United States of America otherwise known as the Episcopal Church, and the Episcopal Diocese of Central Florida, to be a true branch of said Church, having rightful jurisdiction as provided in the Constitutions and Canons of this Church. We do hereby accede to the Doctrine, Discipline and Worship of this Church, and to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of the Diocese of Central Florida.

**ARTICLE IV: MANNER OF ELECTION OF DIRECTORS**

The board of directors of the corporation (otherwise known as the "Church Committee", "Vestry Committee" or the "Vestry") shall be elected or appointed as provided in the Canons of the Diocese of Central Florida and the By Laws of this corporation.

**ARTICLE V: LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as prescribed in Section 627.0302 and 617.0808 of the Florida Statutes, but limited by the purposes of the corporation set forth in Article III above, including the constitution, canons, doctrine, discipline and worship of the Episcopal Church and the Diocese of Central Florida.



## ARTICLE VI: EXISTENCE

The Corporation shall have perpetual existence, or until such time as it shall be legally dissolved.

## ARTICLE VII: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
<u>Robert Conway</u>	<u>817 Civitas Way, Winter Garden, FL 34787</u>
<u>Roger Beck</u>	<u>6348 Coopers Green Ct., Orlando, FL 32819</u>
<u>Debra Berghs</u>	<u>11920 Verrazano Dr., Orlando, FL 32836</u>
<u>Brian Taggart</u>	<u>8569 Lookout Pointe Dr., Windermere, FL 34786</u>
<u>Sherrell Wilson</u>	<u>4439 Aruba Blvd., Clermont, FL 34711</u>
<u>Gavin Patrick</u>	<u>6167 Hamlin Reserve Blvd., Winter Garden, FL 34787</u>
<u>Lisa Acharekar</u>	<u>4817 Palm Tree Court, Windermere, FL 34786</u>
<u>Matthew Ainsley</u>	<u>1814 Delafield Drive, Winter Garden, FL 34787</u>

## ARTICLE VIII: INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be 14422 Shoreside Way, Suite 110, #322, Winter Garden, Florida, 34787 and the initial registered agent shall be MATTHEW AINSLEY.

## ARTICLE IX: BY LAWS

The By Laws of the corporation (which must not be inconsistent with the Constitution and Canons of the Episcopal Church and the Diocese of Central Florida) after approval by the Vestry, may be amended or repealed by a majority of the electors present and entitled to vote at any Annual Meeting or Special Meeting, provided that notice of such meeting and proposed amendments or repeal of the By-Laws has been sent to qualified electors not less than two (2) weeks prior to the Meeting. Amended By-Laws must be approved by the Bishop prior to their taking effect.

## ARTICLE X: REAL ESTATE

The corporation shall not encumber, sell, alienate, transfer, or convey any real property, the title to which is held by and for the use of the congregation without the consent of the Board of Directors of the Diocese of Central Florida. Should the transaction involve any consecrated church or chapel, or any church or chapel which has been used primarily for divine service, the consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese must also be obtained.

## ARTICLE XI: DISSOLUTION

In the case of the dissolution of the corporation, legal and beneficial title to all of its property on the winding up of its affairs, after meeting its legal debts, shall vest in the corporation known as the Diocese of Central Florida, Incorporated, to hold and convey the same to and for some existing or future congregation in the Diocese of Central Florida, Incorporated, or to sell and utilize the proceeds from such sale in the discretion of the Diocese of Central Florida, Incorporated, for the benefit of existing or future congregations or the Diocese of Central Florida, Incorporated, and for no other purpose.


## ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended at a meeting of the corporation duly called and convened for such purpose, and if approved by a majority of the communicants in good standing present and voting, the amendment shall be submitted to the Bishop and to the Diocesan Board for approval, and if approved by them, the amendment shall be incorporated into and form part of these Articles of Incorporation upon the filing thereof with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their names and seal this 23 day of August, 2021.

  
The Rev. Matthew Ainsley

  
Sherrell Wilson

  
Robert Conway

  
Gavin Patrick

  
Roger Beck

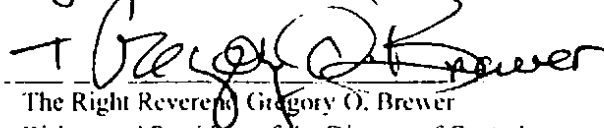
  
Lisa Acharekar

  
Debra Berghs

  
Brian Taggart

### CONSENT OF BISHOP AND DIOCESAN BOARD

I, the Bishop of the Diocese of Central Florida, Incorporated, hereby approve the foregoing Articles of Incorporation and certify that the Diocesan Board of the Diocese of Central Florida, Incorporated, of which I am the President, did on the 25th day of August, 20 21, approve the same.

  
The Right Reverend Gregory O. Brewer  
Bishop and President of the Diocese of Central  
Florida, Incorporated

### CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

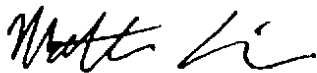
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

ALL SOULS EPISCOPAL CHURCH OF HORIZON WEST, Inc., desiring to organize as a domestic corporation or qualify under the laws of the state of Florida with its principal place of business at: 14422 Shoreside Way, Suite 110, #322, Winter Garden, Florida, 34787, has named and designated MATTHEW AINSLEY located at: 14422 Shoreside Way, Suite 110, #322, Winter Garden, Florida, 34787 as its Registered Agent to accept service of process within the state of Florida.

### ACKNOWLEDGMENT

Having been named as Registered Agent for ALL SOULS EPISCOPAL CHURCH OF HORIZON WEST, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Company, and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 23rd day of August, 20 21.



Matthew Ainsley  
Registered Agent