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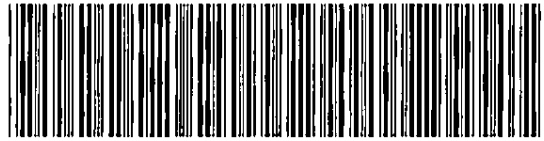
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**ARTICLES OF INCORPORATION FOR ST. CLEMENT ACADEMY
OF MAITLAND, INC.**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of ST. CLEMENT ACADEMY OF MAITLAND, 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 ST. CLEMENT ACADEMY OF MAITLAND, 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 Schools or Churches in the Coptic Orthodox Patriarchate - Diocese of Southern United States, organized and operated exclusively for charitable purposes and qualifying 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. If upon dissolution no Coptic Orthodox school or Church exists in the Diocese of SUS, the Corporation's assets shall be distributed to a 501(c)(3) tax exempt organization or state law shall apply.

**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 school for minors and shall be governed by the Uniform By-Laws for the Coptic Churches in North America as reflected in the By-Laws of ST. CLEMENT ACADEMY, 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 Florida Business Organizations Statute. 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 forth above.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall have no power to take any action prohibited by the Florida Business Organizations Statute.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code.

ARTICLE 7 MEMBERSHIP

The Corporation shall have no members. **The Trustees are appointed pursuant to Article 9 herein.**

ARTICLE 8 REGISTERED OFFICE AND AGENT

The street address of the **registered office and principal office** of the Corporation is 1185 N. Wymore Rd., Maitland, Florida 32751. The name of the registered agent at this office is Father Daoud N. Tawadrous. **The principal place of business is the principal office with the address of 1185 N. Wymore Rd., Maitland, Florida 32751.**

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 and his successors in office, shall, by virtue of this 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 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 ST. CLEMENT ACADEMY OF MAITLAND, 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 corporation 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 ST. CLEMENT ACADEMY OF

MAITLAND, 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
H G Bishop Youssef-Trustee	P.O. Box 1005, Colleyville, Texas 76034
Bishop Basil-Trustee	4951 S. Washington Ave, Titusville, Florida 32780
Father Daoud N. Tawadrous-Trustee	1185 N. Wymore Rd., Maitland, Florida 32751

ARTICLE 10

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 11 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 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.

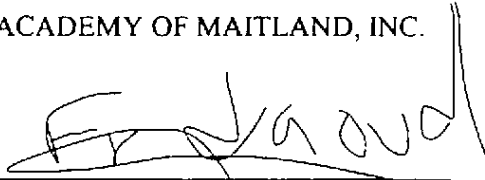
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Execution

The undersigned, Father Daoud N. Tawadrous, affirms that the person designated as registered agent in the Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

ST. CLEMENT ACADEMY OF MAITLAND, INC.

Signature



Name:

Father Daoud N. Tawadrous, Trustee, registered agent, and incorporator of ST. CLEMENT ACADEMY OF MAITLAND, INC.

Address:

1185 N. Wymore Rd., Maitland, Florida 32751

Email:

fr.daoudt@gmail.com

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