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Articles of Incorporation

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ARTICLES OF INCORPORATION OF  
THE HOLY SPIRIT ORTHODOX CHURCH, INC.

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida as contained in the provisions of Florida Statutes, Chapter 617, Part I, as amended (the "Act").

ARTICLE 1. NAME

The name of this corporation shall be THE HOLY SPIRIT ORTHODOX CHURCH, INC.

ARTICLE 2. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to care for the believers on the basis of the Teachings, the Canons, and the Traditions of the Orthodox Church, to serve their religious needs, and to further their moral betterment; this is to be done under the spiritual guidance and administrative authority of the Diocese-of-the-South of the Orthodox Church in America; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) 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, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 1. QUALIFICATION OF MEMBERS  
AND MANNER OF ADMISSION

For persons to be eligible as members in the corporation, they shall have been baptized and chrismated in the Orthodox Church; shall be willing to abide by the Teachings, the Canons, and the Traditions of the Orthodox Church; and shall accept the canonical and administrative authority of the Diocese-of-the-South of the Orthodox Church in America.

Admission to membership requires that the eligible persons avow their intent to participate in the Holy

Mysteries of Confession and Communion, at least once a year; to care for the welfare of the corporation; and to fulfill the financial obligations established by the corporation.

ARTICLE 4. TERM

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed as provided in the Bylaws, but in no event to any organization which is not exempt as an organization described in each of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 334 Passage Way, Osprey, Florida 34229, and the name of the initial registered agent of the corporation at such address is ALEXANDER MATIUK.

ARTICLE 6. SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. LUCIAN T. GAFTON	1100 Capri Isles Boulevard Apt. 213 Venice, Florida 34292
NICK PUSKAS	225 Laurel Hollow Drive Nokomis, Florida 34275
DOXIA GADAH	1785 Banyan Drive Venice, Florida 34293
MARY HREHA	4430 Ardale Street Sarasota, Florida 34232
TONY KOZAK	744G Avenida Estancia Venice, Florida 34292

ARTICLE 7. OFFICERS

The affairs of this corporation will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting. If a vacancy occurs in any office it shall be filled by the Board of Directors. The names of the officers who are to serve until the first such election are as follows:

<u>NAME</u>	<u>OFFICE</u>
Rev. LUCIAN T. GAFTON	President - also known as Rector
NICHOLAS N. MARSHALL	Vice President - also known as Warden
ALEXANDER MATIUK	Secretary - also known as junior Warden
MITRI H. MOUSSA	Treasurer

ARTICLE 8. DIRECTORS

The Board of Directors of the corporation, which shall also be known as the "Council," shall consist of no less than

three (3) directors or council members as determined by the Bylaws. Directors or council members shall be elected at the annual meeting of the members in the manner set forth in the Bylaws. Directors or council members may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Board of Directors or council members shall be members of the corporation. The Parish rector shall at all times be a member of the Board of Directors or Council.

The directors or council members named in these Articles shall serve as directors or council members for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors or Council shall have the authority to make provision for reasonable compensation to its members for their services as directors or council members and to fix the basis and conditions upon which this compensation shall be paid. Any director or council member may also serve the corporation in any other capacity and receive compensation therefrom in any form.

The names and addresses of the first Board of Directors or Council are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. LUCIAN T. GAFTON	1100 Capri Isles Boulevard Apt. 213 Venice, Florida 34292

MARY STOYKA

1091 Lyle Street  
Port Charlotte, Florida 33952

LEILA CHOUEIRI

533 Briarwood Road  
Venice, Florida 34293

NICHOLAS N. MARSHALL

2980 North Beach Road  
Englewood, Florida 34223

ALEXANDER MATIUK

334 Passage Way  
Osprey, Florida 34229

ARTICLE 9. BYLAWS

The Uniform Parish Bylaws of the Diocese-of-the-South, including the Statutes Governing Missions, and the Statute of the Orthodox Church in America, shall regulate the activities of this corporation. The Bylaws are uniform throughout the Diocese-of-the-South of the Orthodox Church in America, and may not be altered unilaterally by the Corporation, that is, its Board of Directors, its Officers, and its Members, or any combination thereof. However, proposals for change may be presented by the corporation for consideration by the Diocese in accordance with procedure provided in the Bylaws.

ARTICLE 10. POWERS

The corporation shall have the power to make contracts and incur liabilities; acquire, hold title to, and sell, rent and lease, personal property and real estate; erect buildings on its property; accept gifts, donations, contributions and bequests; invest, lend and borrow money and, as security for the repayment thereof, to mortgage or otherwise pledge the property, both personal and real, of the corporation.



ARTICLE 11. SUBSIDIARY ACTIVITIES

The corporation shall have the right to organize and maintain subsidiary religious, charitable and educational institutions such as chapels, cemeteries, asylums for elderly and/or ailing persons and homeless minors, Sunday schools and the like.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS our respective hands and seals on the dates and places indicated below.

Fr. Lucian Gafton  
Rev. LUCIAN T. GAFTON

Nicholas Puskas  
NICHOLAS PUSKAS

Doxia Gadah  
DOXIA GADAH

Mary Hreha  
MARY HREHA

Anthony Kozar  
ANTHONY KOZAR

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Rev. LUCIAN T. GAFTON, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1988.

*L. Howard Payne*

NOTARY PUBLIC

My Commission Expires:

Notary Public State of Florida at Large  
My Commission Expires March 29, 1992  
Bonded By USF & G Co.

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared NICHOLAS PUSKAS, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1988.

*L. Howard Payne*

NOTARY PUBLIC

My Commission Expires:

Notary Public State of Florida at Large  
My Commission Expires March 29, 1992  
Bonded By USF & G Co.

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared DOXIA GADAH, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1988.

L. Howard Payne  
NOTARY PUBLIC  
My Commission Expires: Notary Public State of Florida at Large  
My Commission Expires March 29, 1992  
Bonded By US F & G Co

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared MARY HREHA, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1988.

L. Howard Payne  
NOTARY PUBLIC  
My Commission Expires: Notary Public State of Florida at Large  
My Commission Expires March 29, 1992  
Bonded By US F & G Co

STATE OF FLORIDA            )  
COUNTY OF SARASOTA        )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared ANTHONY KOZAK, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1988.

L. Howard Payne  
NOTARY PUBLIC  
My Commission Expires:

Notary Public State of Florida at Large  
My Commission Expires March 29, 1992  
Bonded By U.S.F. & G. Co

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

Alexander Matiuk  
ALEXANDER MATIUK