

N47025

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CERTIFICATE OF STATUS
13 MAR -4 AM 9:30

Amend/cc
@ 3/4/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SAINT PAUL ORTHODOX CHURCH OF GREATER ORLANDO, INCORPORATED

DOCUMENT NUMBER: N47025

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOE VARGHESE

(Name of Contact Person)

SAINT PAUL ORTHODOX CHURCH OF GREATER ORLANDO, INCORPORATED

(Firm/ Company)

407 W. CHURCH AVE

(Address)

LONGWOOD, FL 32750

(City/ State and Zip Code)

stpaulorl@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOE VARGHESE

(Name of Contact Person)

at (**407**) **375-3054**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

SAINT PAUL ORTHODOX CHURCH OF GREATER ORLANDO, INCORPORATED

(Name of Corporation as currently filed with the Florida Dept. of State)

N47025

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A _____ The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A _____

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A _____

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A _____

(Florida street address)

New Registered Office Address:

N/A _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A _____
Signature of New Registered Agent, if changing

FILED
SECRETARY OF STATE
13 MAR -4 PM 9:30

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>	
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>	
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>	N/A

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Twenty horizontal lines for handwritten notes or amendments.

P.T.O.

Amended
ARTICLES OF INCORPORATION
OF

SAINT PAUL ORTHODOX CHURCH OF GREATER ORLANDO, INCORPORATED

The undersigned, being authorized by the duly constituted General Body to execute and file these revised Articles of Incorporation of ***SAINT PAUL ORTHODOX CHURCH OF GREATER ORLANDO, INCORPORATED***, a Non-Profit Religious Corporation, in the State of Florida, USA, pursuant to Chapter 617 of Florida Statutes and in accordance with the Internal Revenue Service Code 501(c) (3) guidelines, do hereby certify:

ARTICLE 1: NAME AND AFFILIATION

1.1 The name of the corporation shall be *Saint Paul Orthodox Church of Greater Orlando, Incorporated*, and also shall be doing business as (d/b/a) *St. Paul's Orthodox Church of Greater Orlando*, hereafter called *St. Paul's Orthodox Church*.

1.2 St. Paul's Orthodox Church is one of the parishes of The Malankara Orthodox Syrian Church, hereafter called the *Parent Church*.

1.3 The Primate of the Parent Church is the *Catholicos of the East and Malankara Metropolitan*, who is seated on the Apostolic Throne of St. Thomas, at the Catholicate Palace, Devalokam, Kottayam, 686038, Kerala State, India.

1.4 St. Paul's Orthodox Church is currently under the spiritual and administrative jurisdiction of the Metropolitan of the Diocese of South-West America of the Parent Church, which will hereafter be called the Diocese.

1.5 The Malankara Metropolitan may reassign St. Paul's Orthodox Church to another Diocese as it may be necessary for administrative purposes without amending these Articles of Incorporation.

1.6 The administration of St. Paul's Orthodox Church, with the exception of all spiritual administration, shall be conducted in accordance with this document and as it may be amended.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The current principal place of business and mailing address of St. Paul's Orthodox Church is:

407 W. Church Ave., Longwood, FL 32750

ARTICLE 3: PURPOSES

The purposes for which this corporation is organized are:

3.1 To maintain a place of worship for preaching the Gospel of Jesus Christ and teaching the Holy Scriptures, faith, doctrines and traditions of the Parent Church

3.2 To conduct religious services, conferences and seminars

3.4 To carry on charitable activities and community services consistent with the mission of the Parent Church

3.5 To solicit and raise funds and grants by proper and appropriate means and receive such funds and personal property for the support of the Corporation, the Diocese of South West America or its successors, and the Parent Church

3.5.1 St. Paul's Orthodox Church shall raise funds by instituting uniform mandatory dues and voluntary contributions from its members as approved by the Parish Assembly.

3.5.2 St. Paul's Orthodox Church may solicit funds and / or grants from non-members or other organizations, and such solicitations shall be in accordance with the rules and regulations of the Parent Church, St. Paul's Orthodox Church, and the local, state and federal laws.

3.6 To have power to purchase, lease, or otherwise acquire real estate to hold, own, sell, and mortgage, or otherwise dispose of the same, subject to the Religious Corporations Laws and to build and maintain any building or buildings.

ARTICLE 4: MEMBERSHIP, ADMINISTRATION AND MANNER IN WHICH THE DIRECTORS ARE ELECTED

4.1: MEMBERSHIP

4.1.1 Any bona-fide member of any Diocese or any Parish of the Parent Church, who resides in Greater Orlando area, and has an expressed intent to be a member, is eligible for membership subject to the governing documents and Bylaws of St. Paul's Orthodox Church.

4.1.2 Any person who desires to become an Orthodox Christian of the Parent Church and agrees to abide by the Faith, Doctrines, Teachings, Traditions, Constitution, Bylaws, Rules and Regulations of the Parent Church and of St. Paul's Orthodox Church is eligible for membership.

4.1.3 Those who are eligible must submit a completed current Membership Application Form with all required document(s) for membership to the Secretary of St. Paul's Orthodox Church.

4.1.4 In order to continue membership in St. Paul's Orthodox Church, one shall:

4.1.4.1 Pay all mandatory dues established by the Parish Assembly.

4.1.4.2 Participate in the worship services and related activities, except in substantially unavoidable circumstances.

ARTICLE 4.2 : ADMINISTRATION

The general administration of the Corporation is conducted by the following:

- (1) The Parish Assembly
- (2) The Vicar / President
- (3) The Managing Council / Board of Directors

4.2.1: Parish Assembly

4.2.1.1 The Parish Assembly shall also be known as the *General Body*.

4.2.1.2 All eligible members of St. Paul's Orthodox Church as per Section **4.1.4** who confess and receive Holy Communion at least once a year and have reached the age of twenty-one (21) years of age will be members of the General Body.

4.2.1.3 If an eligible member as stated in Article **4.2.1.2** is not delinquent for more than six months in his or her mandatory dues, which is determined by the General Body, then that member may participate in the General Body Meetings and exercise his or her rights and privileges.

4.2.1.4 Any member who does not meet the requirements under Article **4.2.1.2** and **4.2.1.3** forfeits his or her right to partake in and exercise his or her vote in any of the General Body and/or the Managing Council meetings until he/she rectifies the delinquencies.

4.2.1.5 If a member continues in arrears, without paying such amounts for one year, his/her name shall be removed from the Parish Assembly Register. In such cases the Vicar shall report the matter to the Diocesan Metropolitan.

4.2.1.6 A member who has been removed as per **4.2.1.5** and also a member who newly joins the Parish shall not have the right to exercise his or her vote in the Parish Assembly before the expiry of three months after the former has paid up his/her arrears and the latter joined the Parish.

4.2.1.7: GENERAL BODY MEETINGS

4.2.1.7.1 There shall be a minimum of three (3) scheduled General Body meetings per year.

4.2.1.7.1.1 The **first meeting** shall be held by the fourth Sunday of January, at the latest. The following shall be conducted at this meeting:

- a) Present the accounts and annual reports for the previous year by the outgoing administration for approval by the General Body.
- b) Present the proposed budget for the current year by the new administration for approval by the General body.

4.2.1.7.1.2 The **second meeting** shall be held by the third Sunday of July, at the latest. The following shall be conducted at this meeting:

- a) Review the first half- yearly accounts with the budget
- b) Adjust budget as necessary

4.2.1.7.1.3 The **third meeting** shall be held by the third Sunday of December, at the latest. The following shall be conducted at this meeting:

- a) Election of the next year's administration

4.2.1.7.2 All General Body meetings shall be conducted in accordance with the governing documents and Bylaws of St. Paul's Orthodox Church and of the Parent Church.

4.2.1.7.3 Additional General Body Meetings may be held as provided by the Constitution of the Parent Church as needed.

4.2.1.7.4 Only those who are eligible as stated in Articles **4.2.1.2** and **4.2.1.3** have the voting rights in the General Body meeting.

4.3: THE VICAR

4.3.1 The Vicar shall be the President of the Corporation and of the spiritual organizations.

4.3.2 The Vicar of St. Paul's Orthodox Church shall be an Ordained Priest and a member of one of the parishes of the Parent Church, appointed by the Diocesan Metropolitan of the Parent Church, where St. Paul's Orthodox Church is a member.

4.3.3 The Vicar of the St. Paul's Orthodox Church, or a delegate from the respective body with a written consent of the Vicar, shall preside over General Body meetings, Managing Council meetings, and other meetings.

4.3.4 All Holy Offices shall be conducted by the Vicar of St. Paul's Orthodox Church. In case of his absence, the Vicar may designate another Priest from the Parent Church to conduct Holy Offices with the awareness of the Managing Council.

4.4: THE MANAGING COUNCIL / BOARD OF DIRECTORS

4.4.1 The Managing Council / Board of Directors, except the Vicar, may be elected from the active eligible members of St. Paul's Orthodox Church by a simple majority of the attendees of the General Body.

4.4.2 Managing Council Members / Board of Directors are:

- (a) The Vicar, duly appointed by the Diocesan Metropolitan
- (b) Treasurer
- (c) Secretary
- (d) Immediate Past Treasurer
- (e) Minimum of Four (4) other members elected from the General Body

4.4.3 The Managing Council is responsible for the day-to-day management of the St. Paul's Orthodox Church and the regular maintenance of its facility.

4.4.4 All Managing Council members, except the Vicar, are elected to serve a term of one year.

4.4.5 The Managing Council members, except for the immediate past treasurer, can be re-elected for the same office only for two consecutive terms.

4.4.6 Two or more members related either biologically or by marriage shall not serve in the Managing Council during the same period.

4.4.7 In the event of a vacancy amongst the elected office bearers Managing Council may co-opt an eligible person to complete the remainder of the year. Such person co-opted by the Managing council may complete a partial year of six months or less and serve a maximum of two elected years plus the appointed term of partial year.

4.4.8 The Managing Council shall execute all legal matters pertaining to the Corporation authorized and approved by the General Body and Vicar.

4.4.9 The Parish Assembly may without assigning any reason remove any of the elected office bearers in the Managing Council with the approval of the Diocesan Metropolitan.

ARTICLE 5: INCORPORATORS

The name and street address of the Incorporators of these Revised Articles of Incorporation are:

1. Rev. Fr. Dr. Mathew Jacob (President and Vicar)
366 Brentwood Club Dr., Longwood, FL 32750
2. Joe Varghese, (Secretary)
519 Divine Circle, Orlando, FL 32828
3. Dr. Davis C. Ittikuru (Treasurer)
1053 Windsong Circle, Apopka, FL 32703
4. Moncy T. Samuel (Immediate past Treasurer)
3874 Shoreview Dr., Kissimmee, FL 34744
5. Elizabeth John (Managing Council Member)
2096 Wembley Place, Oviedo, FL 32765
6. Sunilmon K. Joy (Managing Council Member)
20018 Raiston St., Orlando, FL 32833
7. Shaji Chandy Ezhakunnel (Managing Council Member)
4309 Conroy Club Dr., Orlando, FL 32835
8. Varughese Abraham Kappil (Managing Council Member)
1953 Deerview Place, Longwood, FL 32750

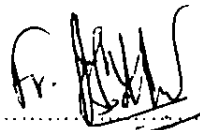
ARTICLE 6: REGISTERED AGENT

The agent of record shall be the Secretary of the Corporation.


The current (January 2013) registered agent is: Joe Varghese
519 Divine Circle, Orlando, FL 32828

Article 7: NAME AND ADDRESS OF THE INCORPORATORS:

Rev. Fr. Dr. Mathew Jacob (President / Vicar)
366 Brentwood Club Dr., Longwood, FL 32750


.....
(Signature)

Joe Varghese, (Secretary)
519 Divine Circle, Orlando, FL 32828


.....
(Signature)

ARTICLE 8: BYLAWS

8.1 The General Body has the right to adopt its own Bylaws consistent with the Constitution and Bylaws of the Parent Church and the Articles of Incorporation.

8.2 Any and all Bylaws will be approved by a three-fourths majority of the attendees from the active eligible Members as listed in the current register (January 31, 2013) of the General Body of the St. Paul's Orthodox Church.

ARTICLE 9: AMENDMENTS

9.1 These Articles of Incorporation will not be in conflict with the current Constitution and Bylaws of the Parent Church. No amendment shall be made to these Articles of Incorporation contrary to the prevailing Constitution and Bylaws of the Parent Church. In the event of any dispute the most recent Constitution and Bylaws of the Parent Church will prevail.

9.2 Any proposal to amend these Articles of Incorporation and/or Bylaws shall be approved by a three-fourths majority of the duly constituted General Body to be adopted.

9.3 Each attendee of the duly constituted General Body shall affix his or her signature to the amended document, and it shall be made part of the minutes.

9.4 Within 30 days after the adoption of this current revision (January 27, 2013) all the current members who wish to remain as members of St. Paul's Orthodox Church will submit new membership application form to the Secretary. Such members are not required to give any further documentation for approval provided they are in active status and are not in arrears.

ARTICLE 10: DURATION

The duration of this corporation is perpetual.

ARTICLE 11: MEMBER'S RIGHT TO CONTINUE

Except as required by State or Federal law, this corporation shall not be dissolved as long as there are at least five active members willing to continue its activity pursuant to the Articles of Incorporation and Bylaws and abide by Article 4.1 requirements.

ARTICLE 12: DISSOLUTION

12.1 If for any reason St. Paul's Orthodox Church ceases to exist, or the remaining members cannot maintain the operations, all net assets of the corporation, including bank balances, shall be distributed to the Diocese of the Parent Church to which St. Paul's Orthodox Church belongs at the time of dissolution, provided it is a nonprofit tax exempt Religious Corporation, as described in Section 501(c) (3) of the Internal Revenue Code.

12.2 If Article 12.1 cannot be implemented, then all net assets, including bank balances, shall be distributed to the Parent Church, provided it is a nonprofit tax exempt Religious Organization, as described in Section 501(c) (3) of the Internal Revenue Code.

12.3 If Articles 12.1 and 12.2 cannot be implemented, then all net assets, including bank balances, shall be distributed to another Orthodox Christian Diocese provided it is a nonprofit tax exempt Religious

Organization as described in Section 501(c) (3) of the Internal Revenue Code, and it is not in any civil dispute or litigation with the Parent Church, its Dioceses or its affiliates.

12.4 Implementation of Articles **12.1**, **12.2**, and **12.3** shall be approved by three-fourths majority of the eligible active members of the General Body of St. Paul's Orthodox Church membership Register.

12.5 In no event shall any of its assets be distributed to any individuals or office bearers of St. Paul's Orthodox Church, the Diocese, or of the Parent Church.

12.6 These Articles of Incorporation are the revision of Articles of Incorporation of St. Paul Orthodox Church of Greater Orlando, Incorporated, a non-profit Religious Corporation under Internal Revenue Code section 501 (c) (3) registered in the State of Florida on January 19, 1992. These Articles of Incorporation supersedes any and all previous Articles of Incorporation and/or its amendments of St. Paul Orthodox Church of Greater Orlando, Incorporated.

The date of each amendment(s) adoption: 01/27/2013

Effective date if applicable: 02/01/2013
(no more than 90 days after amendment file date)

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

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 02/24/2013

Signature Fr. JMW

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

FR. DR. JACOB MATHEW

(Typed or printed name of person signing)

Vicar/President

(Title of person signing)