

N51260

JOHN KOPELOUSOS

ATTORNEY AT LAW

1279 KINGSLEY AVENUE

SUITE 118

ORANGE PARK, FLORIDA 32073

TELEPHONE:
(904) 269-1111
TELECOPIER:
(904) 269-1115

MAILING ADDRESS:
POST OFFICE BOX 562
ZIP: 32067-0562

February 12, 1997

000002088300--5
-02/14/97--01094--010
*****87.50 *****87.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation
The Greek Orthodox Mission Foundation, Inc.

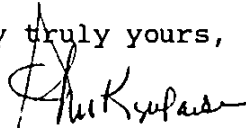
Gentlemen:

Enclosed for filing please find the original and one copy of the Certificate of the Greek Orthodox Mission Foundation to Amend the Articles of Incorporation.

Also enclosed is my check in the amount of \$87.50 to cover the costs. Please provide me with a certified copy of the Amendment to the Articles at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,



John Kopelousos

JK/ts

Enclosures

SH 2/28
Amended
& Restated
w/ NC

FILED
07 FEB 27 PM 1:25
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

John Kopelousos, Esq.
1279 Kingsley Ave.
Suite 118
Orange Park, FL 32073

SUBJECT: ORTHODOX CHRISTIAN MISSION CENTER, INC.
Ref. Number: N51260

We have received your document for ORTHODOX CHRISTIAN MISSION CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If the Amended and Restated Articles were adopted by the Trustees, it should also contain a statement that "Member approval was not required".

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00008829

JOHN KOPELOUSOS
ATTORNEY AT LAW
1279 KINGSLEY AVENUE
SUITE 118
ORANGE PARK, FLORIDA 32073

TELEPHONE:
(904) 269-1111
TELECOPIER:
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MAILING ADDRESS:
POST OFFICE BOX 562
ZIP: 32067-0562

February 25, 1997

Steven Harris
Corporate Specialist
Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

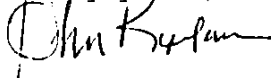
RE: Orthodox Christian Mission Center, Inc.
Ref. Number N51260

Dear Mr. Harris:

Enclosed please find a copy of your letter of February 19, 1997, Letter Number 597A00008829 which was sent to me. Also enclosed please find the Amended and Restated Articles of Incorporation of the Orthodox Christian Mission Center, Inc. with changes suggested in your letter. Please note that the only change in the name is adding the word "The" so as amended with these Articles the name will be "The Orthodox Christian Mission Center, Inc.

I apologize for not being aware that Fr. Couchell had changed the name of the corporation without my knowledge.

Very truly yours,



John Kopelousos

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FEB 27 AM 8:59
DIVISION OF CORPORATIONS

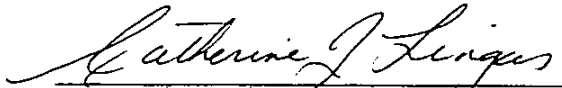
Enclosure

CERTIFICATE OF ORTHODOX CHRISTIAN MISSION CENTER, INC.

AS TO AMENDED AND

RESTATED ARTICLES OF INCORPORATION

The undersigned Secretary of the corporation hereby certifies that the attached Amended and Restated Articles of Incorporation for the corporation were adopted by a majority vote of the Permanent, Appointed, Ex-Officio, Lifetime and Elected Trustees at a duly called meeting on November 12, 1996. Member approval was not required.


Catherine Lingas, Secretary

FILED
NOV 27 PM 1:20
CLERK OF COURT, CLERK

FILED
97FEB27 PM 1:25
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORTHODOX CHRISTIAN MISSION CENTER, INC.
(A Non-Profit Corporation)

(Florida Department of State Document No. N51260)

The undersigned hereby associate themselves to form a corporation for charitable, educational and religious purposes under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is THE ORTHODOX CHRISTIAN MISSION CENTER, INC.

ARTICLE II

PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 2.1. Purposes. The corporation is organized exclusively for charitable, educational and religious purposes, including, for such purposes, the making of distributions to and for the benefit of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and not for pecuniary profit. The specific

purpose for which the corporation is formed is to maintain, sustain, preserve and operate mission programs for the Standing Conference of Canonical Orthodox Bishops in the Americas.

Section 2.2. Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 of this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.3. Dissolution. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making

provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to the Standing Conference of Canonical Orthodox Bishops in the Americas if it shall then be in existence and shall at the time be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which are then so qualified as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

ARTICLE III

POWERS

Subject to the restrictions and limitations set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to

make donations for the public welfare and for charitable, educational and religious purposes.

ARTICLE IV

MEMBERSHIP

Section 4.1. Qualifications. The members of the corporation shall be those persons who, from time to time, shall be members of the Board of Trustees of the Corporation in accordance with the terms and provisions of Article VIII of the Articles of Incorporation. However, the Board of Trustees by a majority vote at any meeting may confer lifetime honorary, voting or non-voting memberships to persons who, in the judgment of the Board, have demonstrated an extraordinary interest in the mission work of the Orthodox Christian Mission Center.

Section 4.2. Termination. The membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Trustees of the Corporation.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI

SUBSCRIBERS

The name and residence of each subscriber to these Amended and Restated Articles of Incorporation is as follows:

Father James G. Couchell	92 Cedar Street St. Augustine, FL 32084
Father Nicholas Graff	St. John The Divine Church 3850 Atlantic Boulevard Jacksonville, FL 32207
George Parandes	8545 Royalwood Drive Jacksonville, FL 32256

ARTICLE VII

OFFICERS

Section 7.1. Number. The affairs of the corporation are to be managed by a President of the Board of Trustees, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 7.2 Manner of Election. The officers of the corporation shall be elected biennially by a majority vote of the Board of Trustees with a quorum present, in the Spring of even numbered years, and shall serve for two-year terms, commencing immediately following their election. Officers may be removed at any time by a majority vote of the Trustees, with or without cause.

Section 7.3 Names of Officers. The names of the persons who are to serve as officers of the corporation until their successors are duly elected or appointed are:

President	Constantine Zozos
Vice President	Father Peter Gillquist

Secretary

Mrs. Elizabeth Slanta

Treasurer

Mr. John Paterakis

ARTICLE VIII

BOARD OF TRUSTEES

Section 8.1. Number. The Board of Trustees shall consist of such number of persons as shall be specified, from time to time, in the Bylaws of the corporation; however, the corporation shall at all times have at least (9) trustees. The Board of Trustees shall consist of the Trustees specified in Section 8.2, the officers of the corporation specified in Section 7.3, and any lifetime members who may have been elected to the Board.

8.2. Trustees. The Trustees shall consist of those persons appointed by each of the Hierarchs of the Standing Conference of Canonical Orthodox Bishops in the Americas, according to the formula stipulated in the Bylaws.

8.3 Names and Addresses of Members of the Board of Trustees.

The names and addresses of the persons who are to serve as the members of the Board of Trustees of the corporation until the appointment of their successors are as follows:

Fr. Alexander Veronis
President Emeritus
64 Hershey Ave.
Lancaster, PA.

Albanian Diocese of America

Fr. Ilia Katre
5300 S. El Camino Rd.
Las Vegas, NV 89118

Antiochian Christian Archdiocese

Mr. Charles Ajalat
643 S. Olive St., # 200
Los Angeles, CA 90014

Fr. Peter Gillquist
6816 Sabado Tarde Rd.
Santa Barbara, CA 93117-4308

Fr. Chad Hatfield
2818 Scanlan Ave.
Salina, KS 67401

Ft. Michael Keiser
33736 E. Lake Joanna Dr.
Eustis, FL 32726

Fr. Constantine Nasr
2101 N.W. 16 St.
Oklahoma City, OK 73107

Dr. Vernon Osborn
2113 Northwood Lane
Salina, KS 67401

V. Rev. Gordon T. Walker
4671 Peytonsville Rd.
Franklin, TN 37064

Bulgarian Eastern Church
(Not yet appointed)

Carpatho Russian Diocese

Fr. Maxym Lysack
26 Bowmoor Ave.
Nepean, ONT Canada K2E 6M4

Fr. Luke Mihaly
8th and Roberts Ave.
Danbury, CT 06810

Greek Archdiocese

Mr. Clifford Argue
9370 Mercerwood Dr.

Mercer Island, WA 98040

Fr. John Chakos
123 Gilkeson Road
Pittsburgh, PA 15228

Dr. George Christakis
2401 Banyon Rd.
Boca Raton, FL 33432

Fr. Paul Costopoulos
307 19th St. South
Birmingham, AL 35233

Fr. Milton Gianulis, Chaplain
Hdqr. & Ser. Batl
2006 Hawkins Road
Quantico, VA 22134

Mrs. Georgia Kampakis
3416 Oak Canyon Dr.
Birmingham, AL 35216

Fr. Nicholas Katinas
13555 Hillcrest
Dallas, TX 75240

Mr. Nicholas Lambros
12 Wildacre Dr.
Cranston, RI 02920

Fr. George Liacopoulos
6511 Mill Road
Egg Harbor Twp. N.J. 08234

Mrs. Catherine Lingas
5260 SW Humphrey Blvd.
Portland, OR 97221

Mrs. Helen Nicozisis
160 Wilson Drive
Lancaster, PA 17603

Fr. George Passias
196-10 Northern Blvd.
Flushing, NY 11358

Mr. John Paterakis
200 East 24th St.
1203
New York, NY 10010

Miss Teresa Polychronis
Post Office Box 1165
FDR Station
New York, NY 10150

Fr. George Scoulas
1401 Wagner Rd.
Glenview, IL 60025

Fr. Demetrios Simeonidis
4548 Wallings Rd.
North Royalton, OH 44133

Dr. George Stevens
26 Marlboro St.
Boston, MA 02116

Mrs. Vicki Villas
50 Goddard Ave.
Brookline, MA 02146

Fr. Constantine Zozos
1205 San Antonio Creek Rd.
Santa Barbara, CA 93111

Orthodox Church in America

Fr. Jonathan Ivanoff
3 Surdi Place
Babylon, NY 11702

Fr. Paul Kucynda
285 French Hill Rd.
Wayne NJ 07470

Fr. John Reeves
753 Cricklewood Dr.
State College, PA 16803

Mrs. Elizabeth Slanta
6610 Cypress Point Road
Alexandria, VA 22312-3126

Fr. Nicholas Soraich
4800 Annie Oakley Dr.
Las Vegas, NV 89120

V. Rev. Constantin Tofan
3922 Edgefield Ave., N.W.
Canton, OH 44709

Mr. Greg Yova
Post Office Box 713033
Santee, CA 92072-3033

Serbian Church

Fr. Stevo Rocknage
St. Sava Church
901 Hartman St.
McKeesport, PA 15132

Ukrainian Church of America

Fr. Anthony Ugolnik
921 W. Walnut Street
Lancaster, PA 17603

Ukrainian Church of the USA
Rev. Dr. Anastasije Starcevic
3820 Moores Lake Drive
Dover, FL 33527

Fr. Bazyl Zawierucha
1068 5th Street
N. Catasqua, PA 18032

Ukrainian Church of Canada
Not Yet Appointed

8.4 Executive Director. The Executive Director shall be appointed by the Standing Conference of Canonical Orthodox Bishops in the Americas. The name of the Executive Director shall be Fr. James G. Couchell, who shall serve until his successor is appointed.

8.5. Executive Committee. The Executive Committee shall consist of the officers of this corporation, namely the President, Vice President, Secretary, Treasurer, Executive Director, three at large members, the immediate Past President and the President

Emeritus, and it may exercise the powers of the Board of Trustees granted to it by a resolution of the Board of Trustees.

ARTICLE IX

STOCKS AND DIVIDENDS PROHIBITED

The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or trustees, and the private property of its members shall not be liable for any obligation of the corporation.

ARTICLE X

BYLAWS

The Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the Trustees present at the Board Meeting when such change is proposed, provided there is a quorum present.

ARTICLE XI

AMENDMENT

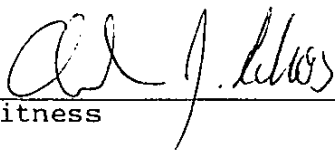
Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the Trustees present at the Board of Trustee Meeting, provided a quorum is present.

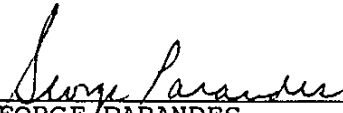
ARTICLE XII

OFFICE AND REGISTERED AGENT

Father James G. Couchell, whose office is located at 92 Cedar Street, St. Augustine, St. Johns County, Florida, 32084, is designated as the Registered Agent to accept service of process for the corporation within the state.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 31st day of January, 1997.

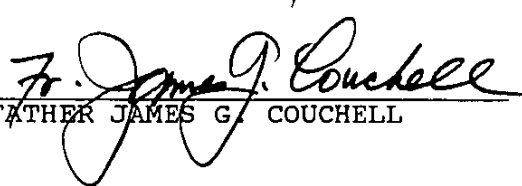

Witness


GEORGE PARANDES


Witness


FATHER NICHOLAS GRAFF


Witness


FATHER JAMES G. COUCHELL

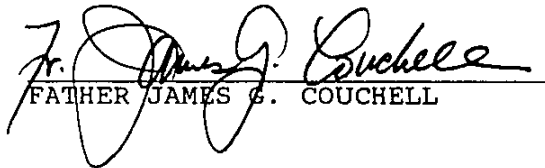
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - THE ORTHODOX CHRISTIAN MISSION CENTER, desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at the City of
St. Augustine, County of St. Johns, State of Florida, has named
Father James G. Couchell, located at 92 Cedar Street, St.
Augustine, Florida 32084, County of St. Johns, State of Florida, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


FATHER JAMES G. COUCHELL