

Division of Corporations

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N51260

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE ORTHODOX CHRISTIAN MISSION CENTER, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE STATE
OF FLORIDA****THE 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 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., hereinafter referred to as OCMC.

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 1986 (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 the charitable and religious mission programs for The Assembly of Canonical Orthodox Bishops of the United States of America (The Assembly).

Section 2.2. Limitations on Actions: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.3. Dissolution: In furtherance of dissolution of the OCMC, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the OCMC exclusively for the charitable and religious

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purposes of the Corporation in such manner as the Board of Directors shall determine knowing their focus of said distribution should be to enhance or underwrite worldwide Orthodox missions.

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 Directors of the Corporation in accordance with the terms and provisions of Article VIII of the Articles of Incorporation. However, the Board of Directors 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 OCMC.

Section 4.2. Termination: Except as to lifetime honorary members, the membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Directors 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

PRINCIPAL AND MAILING ADDRESS

The principal place of business of the Corporation shall be 220 Mason Manatee Way, St. Augustine, Florida 32086, and the mailing address of the Corporation shall be P. O. Box 551260, Jacksonville, Florida 32255-1260.

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ARTICLE VII**OFFICERS**

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

Section 7.2. Manner of Election: The Nominating Committee shall nominate individuals to fill positions as officers of OCMC. The OCMC shall have a Nominating Committee that shall consist of five individuals, appointed by the President from the Board of Directors, with at least three jurisdictions represented. The Nominating Committee shall have such other responsibilities as may be prescribed from time to time by the Board of Directors. The Nominating Committee shall meet at the request of the President upon notice. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such Committee.

Section 7.2.1. The Nominating Committee will be mindful of geographic distribution in selection of each of the officers. The Nominating Committee members, when considering the nomination of any individual for a position as an officer shall consider the individual's affiliation with a canonical Orthodox jurisdiction, the character and spirituality of the potential nominee; and the potential nominee's business, philanthropic and organization skills and abilities. Officers will be mission-minded, willing to raise the awareness of others to OCMC ministries and programs through, but not limited to fundraising, hosting events or prompting others to host events and sharing within their sphere of influence OCMC ministries and programs.

Section 7.2.2. Each officer shall be elected for a term of three (3) years and until a successor has been elected and qualified.

Section 7.2.3. The officers of the corporation shall be elected triennially by a majority vote of the Board of Directors with a quorum present, in the spring, and shall serve for three-year terms, commencing immediately following their election. Officers may be removed at any time by a majority vote of the Directors, with or without cause. No officer may be elected for more than two successive terms to the same office.

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

Father George Liacopoulos, President

John Colis, Vice President

Dr. Gayle Woloschak, Secretary

William Birchfield, III, Treasurer

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ARTICLE VIII**BOARD OF DIRECTORS; EXECUTIVE COMMITTEE; EXECUTIVE DIRECTOR**

Section 8.1. Number: The Board of Directors of the OCMC shall be not less than three (3) Directors or more than 45 Directors, with the goal of obtaining representation from each jurisdiction of the Assembly. The Board of Directors of the Corporation need not be residents of the State of Florida.

Section 8.2. Directors: The Directors shall be determined as follows: The presiding Assembly shall appoint one voting liaison to the Board of Directors. The remaining board members are nominated by the Nominating Committee, and elected by the Directors of OCMC by a majority vote of those present.

The Nominating Committee members, when considering the nomination of any individual for a position as a director shall consider the individual's affiliation with a canonical Orthodox jurisdiction, the character and spirituality of the potential nominee; and the potential nominee's business, philanthropic and organization skills and abilities. Directors will be mission-minded, willing to raise the awareness of others to OCMC ministries and programs through, but not limited to fundraising, hosting events or prompting others to host events and sharing within their sphere of influence OCMC ministries and programs.

A roster of elected candidates for OCMC Board of Directors will be put forward for consideration through the Executive Director to the Assembly. If the names of elected Board of Directors are not acted upon within 90 days of submission to the Assembly, the names of the elected directors will be accepted and approved de facto.

Section 8.3. Duration of Service: Each Director shall be elected for a term of three (3) years and until a successor has been elected and qualified.

Section 8.4. Vacancies: Vacancies shall be filled by a majority vote of the Board of Directors after nomination of candidates by the Nominating Committee.

Section 8.5. Removal and Resignation of Directors. Any Director may be removed, with or without cause, at a meeting of the Directors, provided that 60 day written notice of such removal is given. Any Director may resign at any time upon written notice to the OCMC President and Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 8.6. Names and Addresses of Members of the Board of Directors: The names and addresses of the persons who are currently serving as the members of the Board of Directors of the Corporation until the appointment of their successors are as follows:

**Voting Liaison from the Assembly of Canonical Orthodox Bishops
Of the United States of America**

His Eminence Metropolitan SAVAS of Troas, Greek Orthodox Diocese of Pittsburgh, 5201 Ellsworth Ave. Pittsburgh, PA 15232

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President Emeritus

Fr. Alexander Veronis 1524 Springside Drive Lancaster, PA 17603

Greek Orthodox Archdiocese

Mr. Clifford Argue 9370 Mercerwood Dr. Mercer Island, WA 98040

Fr. John Chakos Holy Cross Church 123 Gilkeson Rd. Pittsburgh, PA 15228

Fr. Dr. John Christakis 911 Northwest 6th Terrace Boca Raton, FL 33486

Fr. Louis Christopoulos 5555 S. Yosemite St. Greenwood Village, CO 80111

Mr. John N. Colls 2228 Larkdale Dr Glenview, IL 60025

Mr. Patrick R. Crosson 35292 Curtis Livonia, MI 48152

Dr. John G. Demakis 9931 Bickley Court Vienna, VA 22181

Mr. Michael Grivon 2455 Hodges Bend Circle Sugar Land, TX 77479

Fr. George P. Liacopoulos 6511 Mill Road Egg Harbor Twp., NJ 08234

Mrs. Helen Nicozisis 120 Spoonbill Rd Manalapan, FL 33462

Fr. Philemon Patitsas St. Katherine Greek Orthodox Church 7100 Airport Rd N. Naples, FL 34109

Fr. Luke Veronis 41 Noble St. Dudley, MA 01571

Mrs. Marina Zazanis P.O. Box 195 New Vernon, NJ 07976

Carpatho-Russian Diocese

Mr. John C. Hrapchak 6398 Lookinglass Lane Columbia, MD 21045

Fr. Luke Mihaly 74 Joe's Hill Road Danbury, CT 06811

Orthodox Church in America

Mr. William O. Birchfield III 3030 Clarendon Bl. Su. 900 Arlington, VA 22201

Mr. Bruce Humphrey, Esq. 1524 Barrington Circle Saint Augustine, FL 32092

Mr. Scott Mitchell 27 Elizabeth Street Kent, CT 06757

Fr. John Parker 265 North Shelmore Blvd. Mt. Pleasant, SC 29464

Fr. Ted Pisarchuk St. Justin Orthodox Church 12460 Old St. Augustine Rd Jacksonville, FL 32258

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Mrs. Elizabeth Y. Slanta 2025 N. Woodrow St Arlington, VA 22207

Fr. Matthew Tate Church of the Annunciation 13515 SE Rusk Rd Milwaukie, OR 97222

Fr. Joseph Ciarciagino 3025 Gelger Ct. Clearwater, FL 33761

Albanian Orthodox Diocese of America

Rev. Dn. Andrew J. Rubis 908 Longshore Ave Philadelphia, PA 19111

Ukrainian Orthodox Church

Dr. Gayle Woloschak 230 E. Ontario St. #703 Chicago, IL 60611

Section 8.7. Executive Director: The Executive Director shall be appointed by the Board of Directors. The name of the Executive Director shall be Fr. Martin Ritsi, who shall serve until his successor is appointed. The duties and responsibilities of the Executive Directive shall be as determined by the Board of Directors or as otherwise provided in the Bylaws of the corporation.

Section 8.8. Executive Committee: The Executive Committee shall consist of the officers of this corporation, the hierarchal representative from the Assembly, plus the Executive Director and five at-large members elected by the directors at the first meeting following the election of directors by the Members and shall include representatives from at least three different jurisdictions, so it may exercise the powers of the Board of Directors granted to it by a resolution of the Board of Directors.

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 directors, 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 directors 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 directors present at the Board of Directors Meeting, provided a quorum is present.

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ARTICLE XII

OFFICE AND REGISTERED AGENT

Ansbacher & Schneider, P. A., whose office is located at 5150 Belfort Road, Bldg. 100, Jacksonville, FL 32256, is designated as the Registered Agent to accept service of process for the corporation within the State of Florida.

These Amended and Restated Articles of Incorporation of the ORTHODOX CHRISTIAN MISSION CENTER, INC. were adopted by a majority vote of the Board of Directors at a meeting at which a quorum was in attendance.

The undersigned, being the President of this nonprofit charitable Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of September, 2015.


Father George Liacopoulos, President

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**CERTIFICATE OF DESIGNATION OF THE
ORTHODOX CHRISTIAN MISSION CENTER, INC.
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is the Orthodox Christian Mission Center, Inc.
2. The name and address of the registered agent and office is:

Ansbacher & Schneider, P.A.
5150 Belfort Road, Bldg. 100
Jacksonville, Florida 32256

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ansbacher & Schneider, P.A.
Registered Agent

By: Michael N. Schneider
Michael N. Schneider

September 9, 2015
Date

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