

N96000001974

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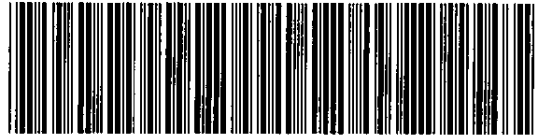
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

3/10/09

Filing of Documents

We enclose the following documents for filing with your office:

February 24, 2009

Amended and Restated Certificate of Incorporation of . . .
Parish of St. Andrews Russian Orthodox Church, Inc.

\$43.75 (\$35.00 filing fee and \$8.75 for a certified copy)

Please contact us if you have any questions.

To:

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Richard M. Georges, P.A.

P.O. Box 14545
St. Petersburg, FL 33733
727-321-4420 (phone) 727-321-2398 (fax)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2009

RICHARD M. GEORGES, P.A.
P.O. BOX 14545
ST PETERSBURG, FL 33733

SUBJECT: PARISH OF ST. ANDREWS RUSSIAN ORTHODOX CHURCH, INC.
Ref. Number: N96000001974

We have received your document for PARISH OF ST. ANDREWS RUSSIAN ORTHODOX CHURCH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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 (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 709A00007003

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PARISH OF ST. ANDREWS RUSSIAN ORTHODOX CHURCH, INC.**

FILED
2009 MAR 10 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amended and Restated Certificate of Incorporation of the Parish of St. Andrew's Russian Orthodox Church, Inc., a Florida non-profit Corporation, amends and restates the Certificate of Incorporation dated December 12, 1951, said Certificate of Incorporation having been approved by the Honorable Victor O. Wehle, Judge of the Circuit Court of the Sixth Judicial Circuit of the State of Florida in and for Pinellas County, Florida on December 15, 1991, as previously amended on March 5, 1996, and is hereby amended and restated in its entirety as follows:

1. The parish shall bear the name PARISH OF ST. ANDREWS RUSSIAN ORTHODOX CHURCH, INC.. It constitutes a non-profit corporation organized according to section 617.0302 of Florida Statutes. The parish of St. Andrew Stratilat, The Martyr, is a Russian Orthodox parish that is under the omoforon of a canonical Orthodox bishop and recognizes his spiritual power and authority.
2. It shall be the aim of the parish to unite the believers around the parish church on the basis of the teachings, the canons, the traditions and the rules of the Russian Orthodox Church for the satisfaction of the religious needs and moral benefits of its members.
3. It shall be the object of the parish to mutually assist the believers, forming part thereof and united in the Faith in Christ our Savior, by means of prayers, sacraments, Christian teaching and Christian discipline, in attaining salvation through the participation in sacraments and Christian enlightenment, worthy life and Christian charity. Accordingly, the immediate aims of the parish shall embrace: (a) the care of the church and its adornment; (b) the maintenance of the clergy; (c) the economic prosperity of the parish and the care of the needs of the church, the clergy and all parish institutions and social needs; (d) charitable work, and (e) educational work in the spirit of the Orthodox Church.
4. In conjunction with the parish church there shall be a clergy of not less than two members, viz. the pastor and the deacon, or the psalmist-preceptor, who shall receive subsistence from the parish. The pastor is elected at a parish meeting. All other clergy shall be appointed by the Parish Council. The number of the members of the clergy may be increased or reduced by the Parish Council in accordance with the financial situation and needs of the parish.
5. The pastor shall be the immediate supervisor of the parish and he shall be held responsible for its welfare before the diocesan authorities.
6. Nothing in the By-Laws or any actions of the parish members or trustees, expressly or implicitly creates a trust or impressed trust or implied trust for any other corporation, or for any ecclesiastical authority or hierarchy. The structure of the corporation is congregational in nature.

7. The Corporation, in conformity with the laws of the State of Florida and of the United States of America, shall be governed exclusively by the canons, rules, regulations and usages of the Orthodox Church as well as by the Laws of the State of Florida and the United States of America; and the members of the Church Parish Council, by majority vote, shall determine with which ecclesiastical jurisdictions or hierarchies, if any, to be associated.
8. The Corporation shall have perpetual existence.
9. The Corporation shall be managed by the Church Parish Council, which shall consist of:
 - (a) The Pastor of the parish who by virtue of his office shall be the President of the Church Parish Council;
 - (b) the Church Warden;
 - (c) the President or the Sister Superior of the Sisterhood organized in conjunction with the parish and functioning under the supervision of the pastor pursuant to a special state on Sisterhoods, ratified by the diocesan authorities;
 - (d) the Treasurer;
 - (e) the Secretary;
 - (f) Staff members of the clergy;
 - (g) Lay members in the number decided by the Annual Meeting.

10. The By-Laws of the Corporation shall be adopted and may be altered or rescinded as therein provided.

IN WITNESS WHEREOF, the foregoing was adopted by the membership at a meeting called for that purpose, on January 25, 2009

V. R. I. Chitikov

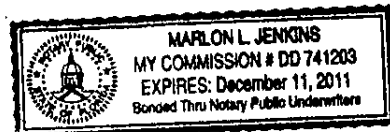
Reverend Igor Chitikov, Rector

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this 24TH day of Feb, 2009 by IGOR CHITIKOV, who is personally known to me or who has produced FL DL as identification.

sign Marlon L. Jenkins NOTARY PUBLIC

print MARLON L. JENKINS
STATE OF FLORIDA



My Commission Expires:

12/11/2011