

**NO 96000003579**  
HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW  
ONE INDEPENDENT DRIVE, SUITE 2301  
JACKSONVILLE, FLORIDA 32202-5059

H LEON HOLBROOK  
EDWARD C AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D AKEL  
H LEON HOLBROOK, III  
JOHN R STIEFEL, JR  
THOMAS R RAY

TELEPHONE  
(904) 356-0311

FACSIMILE  
(904) 356-7330

July 3, 1996

400001885314  
-07-05-96--01058-012  
\*\*\*\*70.00 \*\*\*\*70.00

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Episcopal Foundation, Inc.

Dear Sir:

Enclosed are original and one copy of Articles of Incorporation for the referenced corporation. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

*Kathleen Cold*  
KATHLEEN HOLBROOK COLD

KHC/lh  
Enclosures  
cc: Fred C. Isaac, Esquire

RECEIVED  
JUL 5 1996  
PM 2:49

ARTICLES OF INCORPORATION  
OF  
THE EPISCOPAL FOUNDATION, INC.

(Pursuant to Chapter 617, Florida Statutes)

ARTICLE I-NAME, PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS

The name of this corporation is The Episcopal Foundation, Inc. and its principal place of business and mailing address is 325 East Market Street, Jacksonville, Florida 32202.

ARTICLE II-DURATION OF THE CORPORATION

This corporation shall have perpetual existence. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, the corporation, after the payment of all of the debts of the corporation and expenses of dissolution, shall distribute all of the assets of the corporation to The Episcopal Church in the Diocese of Florida, Inc. (the "Diocese"), a division of The Episcopal Church in the United States of America. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members, directors or officers of this corporation or to any private individual.

ARTICLE III-GENERAL PURPOSES OF THE CORPORATION

The purposes for which the corporation is organized are:

- (a) To utilize the corporation's income and/or corpus to support the charitable and religious purposes of the Diocese including but not limited to: (i) the care and maintenance of seminarians, (ii) the acquisition of real estate for church purposes and (iii) the maintenance, expansion and improvement of

the Camp Weed and Cerveny Conference Center of the Episcopal Church in the Diocese of Florida.

(b) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

(c) To operate without regard to race, creed, age, sex or natural origin.

(d) To carry out its functions such that no substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempt 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 (or in opposition to) any candidate for public office.

(e) Except as otherwise limited by these Articles of Incorporation, to have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(f) Except as otherwise limited by these Articles of Incorporation, to qualify under the laws of any other state or country for the carrying out of the purposes and objects of the corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, including contributions designated or restricted for use for specific purposes that are consistent with the purposes of this corporation, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and/or corpus for the purposes of the corporation; to execute trusts, establish endowment funds and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for the purposes of the corporation; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the corporation; and to do all acts and things requisite,

necessary, proper, or desirable to carry out and further the purposes for which this corporation is formed.

(g) Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Code or by an organization, contributions to which are deductible under Section 170(c) (2) of such Code.

#### ARTICLE IV-MEMBERSHIP

The names, addresses and initial terms of office of the initial members are:

<u>Name</u>	<u>Address</u>
The Right Reverend Stephen Jecko Bishop of the Diocese	325 Market Street Jacksonville, FL 32202
Fred C. Isaac Chancellor	2468 Atlantic Boulevard Jacksonville, FL 32207
William B. Bond Chairman, Finance Committee	225 Water Street, #830 Jacksonville, FL 32202-5141
Calvin Williams Vice-Chairman, Executive Council	4727 Avon Lane Jacksonville, FL 32210

The initial members shall serve as members for so long as they qualify as members as provided hereafter. The members shall be the individuals holding the following offices of the Diocese: Bishop, Chancellor, the Chairman of the Finance Committee, and Vice President of the Executive Council. The removal, resignation or

election of any individual as such an officer of the Diocese shall effect an immediate change in the members of this corporation such that, at all times, only individuals holding the above offices of the Diocese shall be members of this corporation.

ARTICLE V-DISPOSITION AND INVESTMENT OF ASSETS

The Board of Directors and any of the officers of the corporation are authorized to expend either the income or the corpus of the corporation for the purposes of the corporation as set forth in Article III of these Articles of Incorporation.

The Board of Directors is authorized to invest the assets of this corporation only in investments of a kind and quality suitable for investment by trustees under the laws of the State of Florida as amended from time to time.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2468 Atlantic Boulevard, Jacksonville, Florida 32207, and the name of its initial registered agent at such address is Fred C. Isaac.

ARTICLE VII-BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of this Corporation shall be not less than four (4) nor more than thirteen (13). The initial members of the Board of Directors of this corporation shall be as follows:

Mr. Albert Ernest, Jr.  
1560 Lancaster Terrace  
Suite 140  
Jacksonville, FL 32204

Mr. George R. Langford  
837 Lake Ridge Drive  
Tallahassee, FL 32312

Mr. Edward L. Baker  
Post Office Box 4667  
Jacksonville, FL 32201

Mr. Arch W. Cassidy  
50 North Laura Street  
Jacksonville, FL 32202

Mrs. Joannie Stein  
121 West Forsyth Street  
Suite 200  
Jacksonville, FL 32202

The Right Reverend  
Stephen H. Jecko  
325 Market Street  
Jacksonville, FL 32202

Mr. Fred C. Isaac  
2468 Atlantic Boulevard  
Jacksonville, FL 32207

The Very Rev. Gustave J.  
Weltsek, Jr.  
256 East Church Street  
Jacksonville, FL 32202

Mr. John Hayt  
1169 Queens Harbor Boulevard  
Jacksonville, FL 32225

Mr. Radford Lovett  
1600 Independent Square  
Jacksonville, FL 32202

Mr. Al Alsobrook  
1628 N.W. 26th Way  
Gainesville, FL 32605

Mr. William B. Bond  
225 Water Street  
Suite 830  
Jacksonville, FL 32202

Mr. Calvin Williams  
4727 Avon Lane  
Jacksonville, FL 32210

The qualifications for directors and the manner of their election as members of the Board of Directors shall be regulated by this corporation's bylaws. For purposes of the conduct of business at meetings of the Board of Directors, a quorum of the Board of Directors shall consist of one-third of the Directors.

#### ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Kathleen Holbrook Cold, Suite 2301, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.

Kathleen H. Cold  
KATHLEEN HOLBROOK COLD

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KATHLEEN HOLBROOK COLD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of July, 1996.

Leslie B Hawes  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

LESLIE B. HAWES  
Notary Public, State of Florida  
My Comm. expires Oct. 8, 1999  
Comm. No. CC 499956

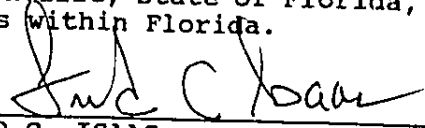


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

RECEIVED  
JUL 15 1996

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That The Episcopal Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Fred C. Isaac, located at 2468 Atlantic Boulevard, City of Jacksonville, state of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
FRED C. ISAAC

Date: July 3, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Foerster, Isaac and Yerkes, P.A. hereby agrees to act in this capacity, and Foerster, Isaac and Yerkes, P.A. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

N96000003579

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.  
ATTORNEYS AT LAW  
ONE INDEPENDENT DRIVE, SUITE 2301  
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK  
EDWARD C. AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D. AKEL  
H. LEON HOLBROOK, III  
JOHN R. STIEFEL, JR.  
THOMAS R. RAY

January 17, 1997

FILED  
97 JAN 23 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE  
(904) 356-6311  
FACSIMILE  
(904) 356-7330

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/23/97--01045--003  
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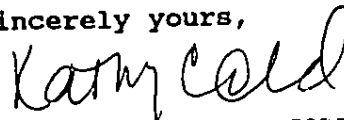
Re: Amendment to Articles of Incorporation  
of The Episcopal Foundation, Inc.

Dear Sirs:

Enclosed are original and one copy of Amendment to  
Articles of Incorporation of The Episcopal Foundation, Inc. Please  
file the original and return a stamped copy to me. Our check for  
\$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,



KATHLEEN HOLBROOK COLD

KHC/lh  
Enclosure  
cc: The Rev. Canon David L. Barr

*Amend*

VS JAN 29 1997

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE EPISCOPAL FOUNDATION, INC.

FILED  
97 JAN 23 AM 8:50  
SEC  
TALLAHASSEE FLORIDA

The Articles of Incorporation of The Episcopal Foundation, Inc. are hereby amended by adding the following language to Article II thereof:

"Notwithstanding the foregoing, or any other provision of these articles, if the Diocese is not then an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, then upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 corporate is then located, exclusively for such purposes or to organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

This Amendment was adopted by the Directors and Members  
on January 9, 1997.

IN WITNESS WHEREOF, these Articles of Amendment have been  
executed on behalf of the corporation this 9<sup>th</sup> day of  
January 9, 1997.

+ Stephen H. Jecko  
STEPHEN H. JECKO, Bishop