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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE EPISCOPAL FOUNDATION, INC.

(Pursuant to Chapter 617, Florida Statutes)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of THE EPISCOPAL FOUNDATION, INC. are hereby amended and restated as follows:

*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 North 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. 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

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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 corporation 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.

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 education, 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.

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(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.

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(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

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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.

(h) Notwithstanding any contrary provision herein, any assets received as a contribution to the corporation from the Diocese which were formerly assets of The Episcopal Foundation of the Diocese of Florida, Inc., shall be held in a separate fund from all other assets of the corporation, and only the income from such assets shall be used for the purposes set forth in Article III, and not the corpus of such asset. The determination of the amount of income attributable to these assets shall be made in accordance with Section 738, Florida Statutes, as amended from time to time, which defines "income" and "principal" for trust accounting purposes. In the event that this paragraph is modified or amended in any form at any time by an amendment to these Articles of Incorporation, the assets held in such separate fund referenced in this paragraph shall be distributed to the Diocese

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to be held as a separate trust fund to be administered in accordance with the provisions of this paragraph.

ARTICLE IV-MEMBERSHIP

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as set forth in Article VII hereof. No Director shall have any right, title or interest in or to any property of the 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-REGISTERED OFFICE AND AGENT

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

ARTICLE VII-BOARD OF DIRECTORS

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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 current members of the Board of Directors of this corporation are as follows:

The Rt. Rev. Samuel Johnson
Howard, Bishop
325 North Market Street
Jacksonville, FL 32202

Mr. Thomas F. Petway, III
Suite 200
375 Atlantic Boulevard
Atlantic Beach, FL 32233

Mrs. Joan S. Newton
Suite 114
One Independent Drive
Jacksonville, FL 32202

Mr. John D. Baker, II
Suite 500
501 Riverside Avenue
Jacksonville, FL 32202

Mr. James H. Winston
Suite 619
601 II Riverside Avenue
Jacksonville, FL 32204

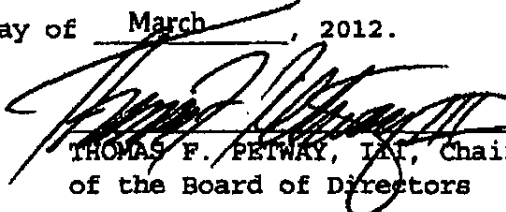
The qualifications for directors and the manner of their election as members of the Board of Directors shall be regulated by this corporation's bylaws. For purposes of the

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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."

This restatement contains an amendment to the Articles requiring Member approval, which is the restatement of Article IV. These Amended and Restated Articles of Incorporation were adopted by the Members on March 1, 2012, and the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors has executed these Amended and Restated Articles of Incorporation this 1st day of March, 2012.


THOMAS F. PETWAY, III, Chairman
of the Board of Directors

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