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SAINT ANDREWS CHAPEL, INC.

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January 5, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SAINT ANDREWS CHAPEL, INC.
5525 WAYSIDE DR.
SANFORD, FL 32771

SUBJECT: SAINT ANDREWS CHAPEL, INC.
REF: N97000003982

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAINT ANDREWS CHAPEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE AMENDED & RESTATED ARTICLES OF INCORPORATION (the "Amended & Restated Articles") of SAINT ANDREWS CHAPEL, INC., a Florida not for profit corporation (the "Corporation"), are submitted in accordance with Sections 617.1006 and 617.1007 of the Florida Statutes for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in Article SECOND below.

- FIRST: (i) The corporation's present name is "SAINT ANDREWS CHAPEL, INC."
- (ii) The date of filing of the Articles of Incorporation of the Corporation was July 11, 1997 under Document Number N97000003982.

SECOND: The Amended & Restated Articles of the Corporation are as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be "SAINT ANDREW'S CHAPEL REAL ESTATE HOLDINGS, INC." (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 5525 Wayside Drive, Sanford, Florida 32771. The mailing address of the Corporation is 5525 Wayside Drive, Sanford, Florida 32771.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The general purpose for which this Corporation is organized shall be:

- (1) To operate for the benefit of, to perform the functions of, or to carry out the purposes of SAINT ANDREW'S CHAPEL, INC., a Florida not for profit corporation ("Saint Andrew's Chapel"); and

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(2) To perform other lawful activities permitted for not-for-profit corporations under the Act, to the extent such activities (1) are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and (2) are necessary, related, incidental to or appropriate in connection with the purposes set forth in clause (1) of this Article III.

The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws, and to the extent permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code, including but not limited to (1) substituting one or more Supported Organizations for one or more Supported Organizations that were previously supported by the Corporation, and/or (2) operating for the benefit of new or additional Supported Organizations; provided, however, that the Corporation is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized.

For purposes of these Articles, "Supported Organizations" shall mean those entities named in Article III, item (1) as amended from time to time, so long as such entities meet the criteria set forth in Article IV.

ARTICLE IV - SUBSTITUTED OR ADDITIONAL SUPPORTED ORGANIZATIONS

In addition to and/or in lieu of the purposes set forth in Article III, the Corporation may at any time and from time to time operate for the benefit of, perform the functions of, or carry out the purposes of one or more organizations (in addition to or in lieu of Saint Andrew's

Chapel, Inc.) which satisfy all of the following criteria (collectively, the "Supported Organizations"):

- (1) The organization is described in Section 509(a)(1) or Section 509(a)(2) of the Code, and the Treasury Regulations promulgated thereunder (the "Regulations"); and
- (2) The organization is exempt from federal income tax under Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles, the Corporation is not empowered to engage in activities which are not in furtherance of the purposes referred to in Article III and, to the extent applicable, Article VII, and the Corporation is not empowered to operate to support or benefit any organization other than Supported Organizations.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII - LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the directors:

- (i) 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 Article III.

(ii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) A corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

(b) A corporation, contributions to which are deductible under Section 170(c)(3) of the Code.

(iv) Upon dissolution of the Corporation, the Board of Directors 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 to one or more of the Supported Organizations. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(v) The Corporation shall indemnify the directors and officers of the Corporation, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force,

including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(vi) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of Director and officer liability shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(vii) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article VII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to

the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code.

**ARTICLE VIII - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 5525 Wayside Drive, Sanford, Florida 32771 and the name of the registered agent of the Corporation at that address is Kevin Kennedy. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - DISSOLUTION

Subject to Article VII(iii) above, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Any assets not disposed of by the Board of Directors as provided herein shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which

are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation and the Bylaws of the Corporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the entire Board of Directors of the Corporation; provided, however, that any such amendment that affects the purpose of the Corporation, the transfer or disposition of property, the relationship between the Corporation and the Supported Organization, the manner in which directors are appointed, director qualification or requirements for amending these Articles or the Bylaws of the Corporation shall not be effective or filed unless approved by the Board of Directors of the Corporation and the Session of Saint Andrew's Chapel, Inc. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the Board of Directors of the Corporation may amend the Articles of Incorporation and/or the Bylaws without the approval of the Session of Saint Andrew's, Inc., including amendments that identify a new tax exempt entity or entities to be supported or that eliminate the supporting organization purpose of the Corporation.


For purposes of this Article, a Triggering event shall mean:

- (a) the dissolution of the Supported Organization by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution, or
- (b) the bankruptcy or insolvency of the Supported Organization, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution, or

- (c) the Supported Organization loses its tax exempt status, or
- (d) the Supported Organization ceases to operate a Church, or
- (e) a judgment is entered against the Supported Organization for damages of more than \$1,000,000 in excess of applicable insurance policy limits.

The foregoing Amended and Restated Articles of Incorporation were adopted on December 22, 2015. The amendments were approved and adopted by the Board of Directors and the Session of Saint Andrew's Chapel.

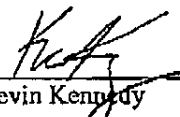
SAINT ANDREWS CHAPEL, INC.

By: 
Kevin Kennedy, its Secretary

Date: Effective December 30, 2015

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Kevin Kennedy

Date: Effective December 30, 2015