

N 98 00000 1037

SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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ROBERT E. GUNN, P.A.
(561) 650-8518

FILED
FEB 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

561-835-8500

February 18, 1998

200002436122--0
-02/20/98--01047--003
*****87.50 *****87.50

Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

RE: Southeast Florida Episcopal Foundation, Inc.

Dear Madam or Sir:

200002436122--0
-03/02/98--01001--002
*****35.00 *****35.00

Enclosed are the following:

- Articles of Incorporation of Southeast Florida Episcopal Foundation, Inc. (a Florida corporation not for profit).
- My firm's check payable to the Florida Secretary of State in the amount of \$87.50 representing \$35 filing fee and \$52.50 for a certified copy of the Articles.
- A copy of the Articles to be certified and returned to me.

If there are any questions or anything else is required, please advise.

Sincerely,


Robert E. Gunn

Enclosures
WPB95 58334.1 - MRW

F. CHESSEB FEB 23 1998

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

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MIAMI OFFICE
1500 MIAMI CENTER
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BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

ORLANDO OFFICE
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FACSIMILE (407) 423-8316

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ROBERT E. GUNN, P.A.
(561) 650-8518

February 24, 1998

PERSONAL
CONFIDENTIAL

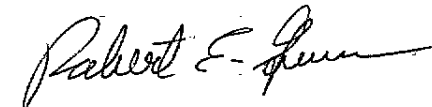
Ms. Freda Chesser
Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

Re: **Southeast Florida Episcopal Foundation, Inc.**

Dear Freda:

As you requested, I am enclosing our check in the amount of \$35 for the Registered Agent fee.

Very truly yours,



Robert E. Gunn

WPB95 58619.1 - MRW

AMSTERDAM OFFICE
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1083 AD AMSTERDAM
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ARTICLES OF INCORPORATION

OF

SOUTHEAST FLORIDA EPISCOPAL FOUNDATION, INC.
(A Florida Corporation Not-for-Profit)

FILED
98 FEB 20 AM 9:55
CLERK OF DISTRICT COURT
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME. The name of this Corporation shall be **Southeast Florida Episcopal Foundation, Inc. ("the Foundation")**.

ARTICLE II. DURATION. The Foundation shall have perpetual existence.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of business and the mailing address of this Corporation shall be:

525 N.E. 15 Street

Miami, Florida 33132

ARTICLE IV. MISSION AND PURPOSE. The Foundation is organized as an instrument of our Lord's Will for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended ("the Code"), for making distributions which exclusively benefit or carry out the religious, charitable and educational purposes of the Diocese of Southeast Florida, Inc. ("the Diocese") in the Protestant Episcopal Church in the United States of America ("Episcopal Church") and other organizations that are designated by the Diocese as furthering its purposes and objectives.

The Foundation shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and

to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above stated objectives.

If the Foundation has a beneficial, contingent or remainder interest in trust property, the Foundation shall have the power to act as a fiduciary under a trust instrument, and in such capacity to receive from any person or estate, money and real and personal property of any kind and to hold, accumulate, invest or dispose of such property or the income derived therefrom in accordance with the terms of the governing instrument for the furtherance of the above stated objectives.

The Foundation shall have the power to provide services to the Episcopal Church as defined by the Constitution and Canons of the Diocese and Constitutions and Canons of the Episcopal Church.

The Foundation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not prohibited by the Florida Not-for-Profit Corporation Act, as now enforced or as hereinafter amended, or by these Articles of Incorporation. The Foundation is an integrated auxiliary of and subordinate to the Diocese and is subject to the authority of its Executive Board.

ARTICLE V. BOARD OF DIRECTORS. The Management of the affairs of the Foundation shall be vested in a Board of Directors, except as otherwise provided in the Florida Not-for-Profit Corporation Act, in these Articles of Incorporation or in the Bylaws of the Foundation. The Foundation shall have three Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The election of Directors and their terms of office shall be determined according to the Bylaws of the

Foundation from time to time in force, except that the election, removal and replacement of Directors shall at all times be subject to the approval of the Executive Board of The Diocese.

ARTICLE VI. BYLAWS. The initial Bylaws of the Foundation shall be as adopted by the Board of Directors. The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The Bylaws may contain any provisions for the regulation or management of the affairs of the Foundation which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any Director or officer of this Foundation any proprietary interest in a Foundation's property or assets, whether during the term of the Foundation's existence or as an incident to its dissolution.

ARTICLE VII. TRANSACTIONS RELATING TO REAL PROPERTY. The Foundation shall not encumber, sell, alienate, transfer or convey real property except as provided by the Canons of the Diocese.

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS. The Registered Office of the Foundation shall be located at 525 N.E. 15 Street, Miami, Florida 33132. The initial Registered Agent shall be Fred R. Stanton. The Registered Agent's address is 1 S.E. Third Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE IX. ACTIVITIES NOT PERMITTED. Notwithstanding any other provision of these Articles, the Foundation will not engage in any activities not permitted by (a) 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 Code of 1986 or the

corresponding provision of any future United States Internal Revenue Law ("the Code") or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X. DISSOLUTION. In the case of the dissolution of the Foundation, all of its residual assets shall be distributed to the Diocese or, if it is not then an organization described in each of Sections 501(c)(3) and 170(c) of the Code, to the Episcopal Church or, if it is not then such an organization, to an organization which is so described as shall be designated by the last Board of this Foundation.

ARTICLE XI. RESTRICTIONS. No part of the income or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any Director or officer of the Foundation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation, and reimbursement may be made for any expenses incurred for the Foundation by any Director, officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no Director or officer of the Foundation, or any other private individual shall be entitled to share in any distribution of any of the assets of the Foundation on dissolution of the Foundation or otherwise.

No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

No part of the assets of the Foundation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

The Foundation shall have no members, shall not have or issue shares of stock, and no dividends shall be paid.

ARTICLE XII. AMENDMENT OF ARTICLES. These Articles of Incorporation may be amended by a majority vote of the Directors then in office with the written consent of the Bishop, the Executive Board and the Standing Committee of the Diocese.

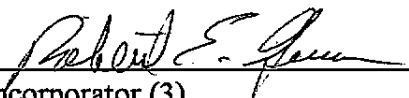
ARTICLE XIII. INCORPORATORS. The names and street addresses of the Incorporators to these Articles of Incorporation are:

	NAME	ADDRESS
1.	Fred R. Stanton	1 S.E. Third Avenue, #2400 Miami, Florida 33131
2.	Robert D. Chapin	1201 George Bush Boulevard Delray Beach, Florida 33483-7203
3.	Robert E. Gunn	250 Australian Avenue S., #500 West Palm Beach, Florida 33401

The undersigned Incorporators have executed these Articles of Incorporation this 21 day of January, 1997.


Incorporator (1)


Incorporator (2)


Incorporator (3)

ACCEPTANCE OF REGISTERED AGENT

I, Fred R. Stanton, the named Registered Agent of Southeast Florida Episcopal Foundation, Inc., a Florida Not-for-Profit Corporation, am familiar and accept the obligations of the position of Registered Agent.



Registered Agent

FRED R. STANTON

Print Name

Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Articles of Incorporation of the Southeast Florida Episcopal Foundation, Inc. are hereby approved:

Dated: Jan. 21, 1998

X+ Calvin O. Schofield, Jr.

The Right Reverend Calvin O. Schofield, Jr.,
Bishop of the Diocese of Southeast Florida

Dated: Jan 21, 1998

THE EXECUTIVE BOARD OF THE DIOCESE
OF SOUTHEAST FLORIDA

by: X+ Calvin O. Schofield, Jr.

The Right Reverend Calvin O. Schofield, Jr.,
Chairman

Dated: Jan 21, 1998

THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA

by: X+ Ralph R. Warren, Jr.

The Reverend Ralph R. Warren, Jr.,
President

1-17-98