

N98000001037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

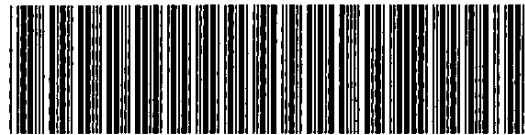
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400081812464

11/16/06--01053--013 \*\*52.50

FILED  
06 NOV 16 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated  
Art. + NLC  
sf

Dana  
Gave OK to  
correct Art. IX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SOUTHEAST FLORIDA EPISCOPAL FOUNDATION, INC.

**DOCUMENT NUMBER:** N98000001037

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KIRK GRANTHAM

(Name of Contact Person)

Kirk Grantham, P.A.

(Firm/ Company)

1860 Forest Hill Blvd., Ste. 105

(Address)

West Palm Beach, Florida 33406

(City/ State and Zip Code)

For further information concerning this matter, please call:

Dana Quinones

(Name of Contact Person)

at ( 561 ) 966-6211

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
EPISCOPAL CHARITIES OF SOUTHEAST FLORIDA, INC.**  
(a Florida not-for-profit corporation)  
Formerly known as Southeast Florida Episcopal Foundation, Inc.

**FILED**  
06 NOV 16 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, pursuant to the powers of Amendment and as allowed by law, this corporation has changed its name and made attendant changes to its Articles of Incorporation;

**NOW THEREFORE**, The Articles are restated to read as follows:

**ARTICLE I. NAME.**

The name of this corporation shall be Episcopal Charities of Southeast Florida, Inc.

**ARTICLE II. DURATION.**

The corporation 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:

8895 North Military Trail  
Suite 205-C  
Palm Beach Gardens, Florida 33410

**ARTICLE IV. MISSION AND PURPOSE.**

The corporation 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, including the support and strengthening of the community outreach work of parishes throughout the Diocese and beyond, so as to connect the compassion and generosity of the Church with the needs of the poor and oppressed.

**All real and personal property held by, or for the benefit of, the corporation shall be held in trust for the Diocese and the Episcopal Church. The existence of this trust, however, shall in no way limit the power and authority of the corporation otherwise existing over such property so long as the corporation remains a part of, and subject to, the Episcopal Church and the Diocese and their respective Constitution and Canons. In the event of any conflict between the corporation's Articles of Incorporation and the Constitution and Canons of the Episcopal Church or of the Diocese, as may hereafter be amended from time to time, the Constitutions and Canons shall control govern. The provisions of this Article IV may not be altered or deleted without the written consent of the bishop, the Executive Board and the Standing Committee of the Diocese.**

**The corporation is an integrated auxiliary of and subordinate to the Diocese and is subject to the authority of the Executive Board of the Diocese (herein referred to as the "Executive Board").**

#### **ARTICLE V. POWERS.**

The corporation 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 corporation has a beneficial, contingent or remainder interest in trust property, the corporation 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 corporation shall have the power to provide services to **the Diocese and** the Episcopal Church as defined by the Constitution and Canons of the Diocese and Constitutions and Canons of the Episcopal Church.

**The corporation 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 that are not prohibited by the Constitution and canons of the Diocese and of the Episcopal Church, as now in force or hereafter amended, by the Florida Not-for-Profit Corporation Act, as now in force or hereafter amended, or by these Article of Incorporation.**

#### **ARTICLE VI. BOARD OF DIRECTORS.**

The Management of the affairs of the corporation 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 corporation. The corporation 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). **One permanent space on the Board of Directors shall be filled by appointment of the Executive Board; the person appointed by the Executive Board shall make a written report to the Executive Board at least once a year, preferably immediately following the annual meeting of the corporation.** The election of Directors and their terms of office shall be determined according to the Bylaws of the corporation 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.

#### **ARTICLE VII. TRANSACTIONS RELATING TO REAL PROPERTY.**

**The corporation shall not encumber, sell, alienate, transfer or convey real property without the consent of the Executive Board, in accordance with the Canons of the Diocese, as now in force or hereafter amended.**

#### **ARTICLE VIII. BYLAWS.**

**The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws, with the approval of the Executive Board of the Diocese. The Bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law, the Canons and Constitutions of the Diocese and the Episcopal Church or these Article 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 corporation any proprietary interest in this corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution. In the event of any conflict or inconsistency between the Bylaws, as amended from time to time, and the Constitution and Canons of the Episcopal Church of the Diocese, as may be amended from time to time, the Constitutions and Canons shall control and govern.**

#### **ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS.**

The principal office of the corporation shall be located at 8895 North Military Trail, Suite 205-C, Palm Beach Gardens, Florida 33410. The Registered Agent shall be Kirk Grantham. The present Registered Agent's address is Suite 105, 1860 Forest Hill Boulevard, West Palm Beach, Florida 33406.

#### **ARTICLE X. ACTIVITIES NOT PERMITTED.**

Notwithstanding any other provision of these Articles, the corporation 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 198 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 XI. DISSOLUTION.**

In the case of the dissolution of the corporation, 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 corporation.

#### **ARTICLE XII. RESTRICTIONS.**

No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reimbursement may be made for any expenses incurred for the corporation 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 corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise.

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

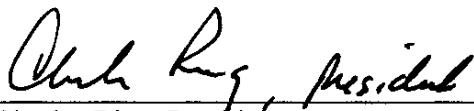
No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder 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.

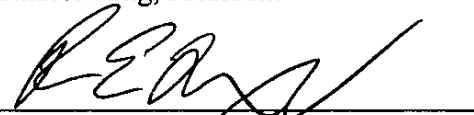
The corporation shall have no members, shall not have or issue shares of stock, and no dividends shall be paid.

**ARTICLE XIII. AMENDMENT OF ARTICLES.**

**These Articles of Incorporation may be amended by a majority vote of the Directors then in office; provided, however, that the Bishop and Executive Board and Standing Committee of the diocese shall have first given their written consent to such amendment.**

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed this 26 day of OCTOBER, 2006 by the President and Secretary of this corporation, who hereby certify that the Amendment and Restatement have been properly adopted and approved.

  
\_\_\_\_\_  
Charles Ring, President

  
\_\_\_\_\_  
Richard Miller, Secretary

**Articles of Amendment  
to  
Articles of Incorporation  
of**

**SOUTHEAST FLORIDA EPISCOPAL FOUNDATION, INC.**

(Name of corporation as currently filed with the Florida Dept. of State)

**N98000001037**

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

**EPISCOPAL CHARITIES OF SOUTHEAST FLORIDA, INC.**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

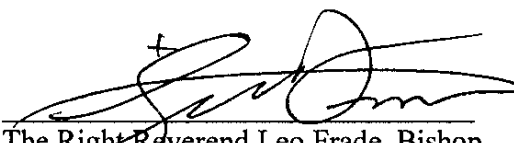
**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

See attached



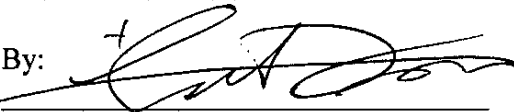
Pursuant to the provisions of Diocesan Canon XX, Section 6, and the original Articles of Incorporation of this corporation, the foregoing Restated Articles of Incorporation of Episcopal Charities of Southeast Florida, Inc., formerly known as Southeast Florida Episcopal Foundation, Inc., are hereby approved:

Date: 9/19/06

  
The Right Reverend Leo Frade, Bishop  
of the Diocese of Southeast Florida

Date: 9/19/06

THE EXECUTIVE BOARD OF THE  
DIOCESE OF SOUTHEAST FLORIDA

By:   
The Right Reverend Leo Frade, Bishop  
of the Diocese of Southeast Florida,  
Chairman

Date: 10/14/06

THE STANDING COMMITTEE OF THE  
DIOCESE OF SOUTHEAST FLORIDA

By:   
The Reverend Hallock Martin

**DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

**EPISCOPAL CHARITIES OF SOUTHEAST FLORIDA, INC.** hereby appoints  
KIRK GRANTHAM to act as Registered Agent for the purpose of accepting service of  
process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.

  
KIRK GRANTHAM