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Thomas C. Ranew, Jr.

April 1, 1998

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

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-04/02/98--01055--023
*****70.00 *****70.00

EFFECTIVE DATE

4-1-98

Re: The Society of the Holy Covenant, Inc.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above captioned, together with our check in the amount of \$70.00 representing filing fees and designation of registered agent.

Please file this corporation and forward a copy of both of the Articles of Incorporation to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,



THOMAS C RANREW, JR.
For the Firm

TCRJR/dmb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 10:00

D. BROWN APR - 6 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 10:00

ARTICLES OF INCORPORATION OF

THE SOCIETY OF THE HOLY COVENANT, INC.

(A corporation not for profit)

EFFECTIVE DATE
4-1-98

ARTICLE I

Name

The name of this corporation is **THE SOCIETY OF THE HOLY COVENANT, INC.**

ARTICLE II

Purpose

The purpose for which it is formed, as an Order committed to the full renewal of sacramental and evangelical life (including especially the pursuit and promotion of Christian sanctity of heart and life), in the unity of the Holy Catholic and Apostolic Church, as transmitted to us from the Orthodox Christian Tradition of the Ancient Undivided Church, are religious, charitable, benevolent, and educational, and especially:

To conduct religious services, to cultivate social intercourse among its members, and assist in improving and ameliorating the moral and social conditions of humanity; to purchase, own, sell, mortgage, and lease real estate and other property as may be necessary for the purposes of this corporation; to receive donations, to receive, manage, take and hold real and personal property by gift, grant, devise, or bequest, and to sell or dispose of the same, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of this corporation.

To take and hold by donation, gift, grant, devise or otherwise any property, real, personal or mixed, in any state in the United States, or any country in behalf of and for the benefit of The

Society of the Holy Covenant, or any of its subsidiary interests, and the same to manage, grant and convey, lease or otherwise disposed of, and to execute such trust or trusts as may be confided to said corporation, the whole to be under the supervision of and amenable to the President, with the assistance of the Executive Council, of The Society of the Holy Covenant.

To carry on a general publishing and printing business for the furtherance of the general objectives of this corporation.

To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

To act as trustee under any trust incidental to the principal objects of the corporation or for the benefit of any of its members, or members of their families, and to receive, hold and administer and expend funds and property subject to such trusts.

To convey, exchange, lease, mortgage, and encumber, transfer upon trust or otherwise dispose of all property, real or personal.

To borrow money, contract debts and issue bonds, notes and debentures, and to secure the same.

To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation including the conduct of any business for profit, providing said profits are used for the objects of said corporation and not distributed to the members thereof.

ARTICLE III

Powers

The corporation shall have all of the powers of the corporation not for profit organized

under the provisions of Chapter 617, Florida Statutes, (1997) which are not in conflict with the terms of these Articles of Incorporation.

ARTICLE IV

Term

This corporation shall begin existence effective April 1, 1998, as allowed by § 617.0203(1), and this corporation shall have perpetual duration.

ARTICLE V

This corporation shall be successor to The Methodist Anglican Society, Inc., formerly a Nebraska corporation.

This corporation shall also take the property of Holy Covenant Anglican Church (the original chapter and mother church of The Society of the Holy Covenant), the Order of Saint Athanasius, and the Wesleyan Evangelical Anglo-Catholic Mission, and all other subsidiaries under the supervision of and amenable to the President, with the assistance of the Executive Council, of the Society of the Holy Covenant.

ARTICLE VI

Directors

The affairs of the corporation shall be managed under the authority of a Board of Directors who need not be members of the corporation. The initial Board of Directors of the corporation shall consist of three (3) members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Wesley McCleery	14880 Southeast 47 th Court Summerfield, Florida 34491-4002
Keith M. Wyland	1170-D Southeast 40 th Street Road Ocala, Florida 34480

Michael Wesley McCleery

1005 Catherine Street
Kissimmee, Florida 34741

The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The members of the Board of Directors shall be elected as provided in the bylaws of the corporation and shall serve for terms of one year, or until the election of a successor and qualification, or until removed from office in the manner provided in the bylaws.

ARTICLE VII **Officers**

The operation of the corporation, subject to the direction of the Board of Directors, shall be managed by a President, a Vice President, a Secretary and a Treasurer, and such other officers as may from time to time be provided by the bylaws of the corporation. The officers of the corporation shall be elected by the Board of Directors at a meeting immediately following the Annual Meeting of the members of the corporation as provided in the bylaws of the corporation or any meeting called for that purpose.

ARTICLE VIII **Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX **Amendments**

These Articles of Incorporation may be amended in the manner set forth in the bylaws of the corporation.

ARTICLE X

Notwithstanding any other provision of these Articles, this organization shall not carry on

any other activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Code as amended from time to time.

In the event of the dissolution of this corporation, the residual assets of the organization will be turned over to another organization(s) having similar stated purposes which organization(s) shall also be qualified as a tax exempt entity under provisions of § 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or the federal, state or local government for exclusive public purposes.

ARTICLE XI
Principal Office and Resident Agent

The address of the initial registered 2801 office of the corporation shall be 14880 Southeast 47th Court, Summerfield, Florida, 34491-4002. The initial registered agent of the corporation at such address shall be Charles Wesley McCleery.

ARTICLE XII
Subscribers

The name and street address of the Subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles Wesley McCleery	14880 Southeast 47 th Court Summerfield, Florida 34491-4002
Keith M. Wyland	1170-D Southeast 40 th Street Road Ocala, Florida 34480
Michael Wesley McCleery	1005 Catherine Street Kissimmee, Florida 34741

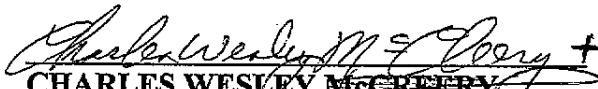
Designation and Acceptance of Registered Agent

The name of the initial Registered Agent of this corporation is Charles Wesley McCleery, whose address is 14880 Southeast 47th Court, Summerfield, Florida, 34491-4002, who signed


these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Florida Statutes.

ACCEPTANCE

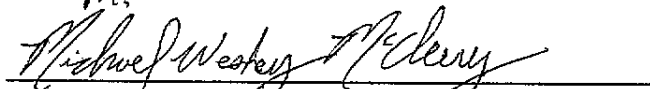
I HEREBY ACCEPT the appointment as Registered Agent of **THE SOCIETY OF THE HOLY COVENANT, INC.**, and acknowledge that I am familiar with the duties of Registered Agent as set forth in Florida Statutes.


CHARLES WESLEY MCCLEERY
MCCLEERY

IN WITNESS WHEREOF, the undersigned Subscribers have affixed their signatures this 8th day of ~~February~~ ^{March}, 1998.


CHARLES WESLEY MCCLEERY
MCCLEERY


KEITH WYLAND
m.


MICHAEL WESLEY MCCLEERY
MCCLEERY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 10:00