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CORPORATION(S) NAME

ST. MARY'S EPISCOPAL CHURCH OF
 DEERFIELD BEACH, INC.

98 SEP 22 PM 12:20
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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 DIVISION OF CORPORATION

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98 SEP 22 PM 12: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
ST. MARY'S EPISCOPAL CHURCH OF DEERFIELD BEACH, INC.

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

ARTICLE ONE

Name

The name of the corporation (otherwise known as the "Corporation" or the "Parish") shall be ST. MARY'S EPISCOPAL CHURCH OF DEERFIELD BEACH, INC..

ARTICLE TWO

Principal Place of Business

The principal place of business of the Corporation shall be: 417 S. Dixie Highway, Deerfield Beach, Florida 33441.

The mailing address of the Corporation shall be: P.O. Box 8602, Deerfield Beach, Florida 33443-8602.

ARTICLE THREE

Mission and Purpose

The mission and purpose of the Corporation shall be to share in the mission of the one, holy, catholic and apostolic church, to restore all people to unity with God and each other in Christ within the Anglican Communion as a parish of the Diocese of Southeast Florida (hereinafter, the "Diocese") in the Protestant Episcopal Church in the United States of America Otherwise Known as the Episcopal Church (hereinafter, the "Episcopal Church") by establishing a genuine Christian community of love and service as we glorify God in worship, nurture one another in the knowledge and love the Lord, share our life in Christ with all seekers of God and serve Christ in our time and place according to God's call to us.

ARTICLE FOUR

Manner of Election of Directors and Qualifications of Members

A. The Corporation shall have eight (8) 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 five (5) persons. The board of directors of the Corporation (otherwise sometimes known as the "Vestry") shall be chosen by ballot at the annual meeting of the members of the Parish which shall be held within sixty (60) days of (before or after) January 31st of each year, and in such elections a majority of the votes shall be necessary to elect; provided however, that the priest-in-

charge of the Parish (otherwise sometimes known as the "Rector") shall be an ex officio member and president of the Vestry with the right to vote.

B. The term "members of the Corporation" or "members of the Parish" shall mean all those persons who are qualified voters at the elections for members of the Vestry under the canons of the Diocese.

ARTICLE FIVE

Transactions Relating to Real Property

The Corporation shall not encumber, sell, alienate, transfer or otherwise convey any real property except as provided by the canons of the Diocese.

ARTICLE SIX

Initial Registered Agent and Street Address

The Registered Office of the Corporation shall be located at 417 S. Dixie Highway, Deerfield Beach, Florida 33441.

The initial Registered Agent shall be Kathryn M. Jakabcin, Esquire. The Registered Agent's address is 1325 S. Congress Avenue, Ste. 104, Boynton Beach, Florida 33426.

ARTICLE SEVEN

Authority of the Episcopal Church and the Diocese

The Corporation shall be a member of and belong to the Episcopal Church and the Diocese, and shall be subordinate and subject to the constitution, canons and doctrines of the Episcopal Church and the constitution and canons of the Diocese. No person who shall disclaim or refuse conformity to such constitution, canons or doctrines shall be a member of the Corporation nor be qualified for membership therein; nor shall any such person vote for members of the Vestry nor be appointed nor elected a member of the Vestry, nor exercise any function in it, concerned with or connected to this Corporation.

ARTICLE EIGHT

Activities Not Permitted

Notwithstanding any other provision of these Articles, the Corporation will not engage in any activities not permitted by: a corporation exempt from Federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986 or any succeeding or corresponding provision of any future United States Internal Revenue law (hereinafter, the "Code"); nor a corporation, contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE NINE

Dissolution

In the case of the dissolution of the Corporation, all of its residual assets shall be distributed to the Diocese or, if it the Diocese is not then an organization described in each of §501(c)(3) and §170(c) of the Code, to the Episcopal Church or, if the Episcopal Church 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 TEN
Incorporators

The names and street addresses of the Incorporators of these Articles of Incorporation are:

Reverend Nancy H. McCarthy, 474 SW 29th Avenue, Delray Beach, Florida 33445

Bertha Pratt, 495 NW 3rd Terrace, Deerfield Beach, Florida 33441

Charles Thompson, 272 NW 2nd Way, Deerfield Beach, Florida 33441

WHEREFORE, in witness whereof, the incorporators have executed and do verify the facts set forth herein and hereby intend and do file these Articles of Incorporation this 16th day of August, 1998.

The Rev. Nancy H. McCarthy
The Reverend Nancy H. McCarthy
Rector

Bertha Pratt
Bertha Pratt, Senior Warden

Charles Thompson
Charles Thompson, Junior Warden

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

September 17, 1998
Date of Signing

[Signature]
Kathryn M. Jakabcin, Registered Agent

REQUIRED APPROVALS

Pursuant to the Diocesan Canon XX, §6, the foregoing Articles of Incorporation for ST. MARY'S EPISCOPAL CHURCH OF DEERFIELD BEACH are hereby approved:

1 September 1998
Dated

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

Dated

For: **The Executive Board of the
Diocese of Southeast Florida**
+ Calvin O. Schofield, Jr.
The Right Reverend Calvin O. Schofield, Jr.,
Chairman

FILED
98 SEP 22 PM 12:00
CLERK OF SUPERIOR COURT
MIAMI FLORIDA

September 1998
Dated

For: **The Standing Committee of the
Diocese of Southeast Florida**
Ralph K. Warren
RALPH K. WARREN, President