

Division of Corporations

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**Florida Department of State**

Division of Corporations  
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**FLORIDA NON-PROFIT CORPORATION**

**ST. ALBAN'S EPISCOPAL EDUCATION FUND, INC.**

Certificate of Status	1
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ARTICLES OF INCORPORATION  
OF  
ST. ALBAN'S EPISCOPAL EDUCATION FUND, INC.

ARTICLE I

Name

The name of this corporation not-for-profit shall be:  
ST. ALBAN'S EPISCOPAL EDUCATION FUND, INC.

ARTICLE II

Term

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

Principal Office

The principal office of the corporation is located at:  
c/o Rev. Adrian Parry, 11301 Old Cutter Road, Miami, FL  
33156

ARTICLE IV

Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific or educational within the

Prepared by: J. Paul Raymond, Esq.  
P. O. Box 1669  
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Fla. Bar No. 169268

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meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended [or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")], and, in furtherance of these purposes, the corporation may:

(a) Provide financial assistance to non-profit institutions engaged in educating the youth of the world that are associated, directly or indirectly, with the Episcopal or Anglican Church, wherever located, through the creation of scholarships or other forms of student assistance, establishment or maintenance of capital improvements used for the advancement of education by such institutions or financial assistance in the dissemination of knowledge by publications, seminars, lectures, programs and the like by such institutions.

(b) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(c) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(d) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Non-Profit Corporation Act.

(e) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its individual members, directors, officers, or other 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 herein.

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code or (b)

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by a corporation, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code.

## ARTICLE V

Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Section 617.0302, Florida Statutes, provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article IV.

## ARTICLE VI

Dissolution

In the event of the dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

Original Subscriber

The name and address of the original subscriber of these Articles of Incorporation is as follows:

J. Paul Raymond

625 Court Street, Suite 200  
Clearwater, FL 33756

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## ARTICLE VIII

Membership

The qualifications for members and the manner of their admission shall be established and regulated as provided in the By-laws of the corporation.

## ARTICLE IX

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a Chairman, Vice Chairman, Secretary and a Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board or by the By-Laws of this corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this corporation. There shall be a President who will be chief operating officer of the corporation and will be appointed by the Board of Directors.

## ARTICLE X

Initial Officers

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are the following:

<u>Name</u>	<u>Office</u>
Rev. Adrian Parry	President
Dr. Peter Grothaus	Secretary
Mr. Grant Nupen	Secretary

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## ARTICLE XI

Initial Board of Directors

The number of the persons constituting the initial Board of Directors of this corporation shall be three (3); and the names and addresses of the members of such Board of Directors, each of whom is to hold office until the first election to be held under the provision of these Articles or the provisions of the By-Laws are the following:

<u>Name</u>	<u>Address</u>
Rev. Adrian Parry	11301 Old Cutter Road Miami, FL 33156
Dr. Peter Grothaus	c/o Scott & White 2401 S. 31st Street Temple, TX 76508
Mr. Grant Nupen	Private Bag X01 Lynwood Ridge Pretoria, South Africa 0040

## ARTICLE XII

By-Laws

The By-Laws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article XI above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended, by the affirmative vote of two-thirds (2/3rds) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board Of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

## ARTICLE XIII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3rds) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such

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meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his/her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIV

Registered Agent

The name of the initial registered agent of this corporation is J. Paul Raymond, 625 Court Street, Suite 200, Clearwater, FL 33756.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of December, 1998.

In the Presence of:

*Charles J. Bellard*  
*Kathy R. Tokos*

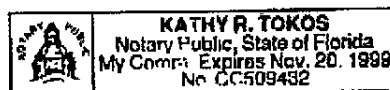
*J. Paul Raymond* (SEAL)  
J. Paul Raymond

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, appeared J. PAUL RAYMOND, to me known and known by me to be the person who executed the foregoing instrument, and he acknowledged that he executed the same as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said county and state, this 4<sup>th</sup> day of December, 1998.

*Kathy R. Tokos*  
Notary Public  
My Commission Expires:



DEC. 04 '98 (FRI) 15:18

MACFARLANE FERGUSON MCMULLEN

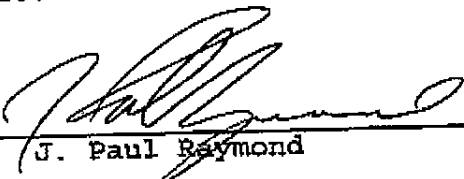
TEL: 442 8470

P. 008

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
ACKNOWLEDGMENT:

Having been named to accept service of process for ST. ALBAN'S EPISCOPAL EDUCATION FUND, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
J. Paul Raymond

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