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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

ST. EDWARD THE CONFESSOR, INC.

Certificate of Status	0
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Page Count	05 (6)
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION**OF****ST. EDWARD THE CONFESSOR, INC.**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation, not for profit, under the general laws of the State of Florida and Florida Statutes Chapter 617 (the "Act"), and to that end do hereby adopt and declare the following as the Articles of Incorporation:

ARTICLE I

The name of the corporation shall be St. Edward the Confessor, Inc., and is to be initially located at 150 Second Avenue North, Suite 1500, St. Petersburg, Florida 33701.

ARTICLE II

The general nature of the object of the corporation is the organization of a church and the support of the public worship of Almighty God. This corporation shall have all powers specified in Section 617.021 of the Act; provided, however, notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried out by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE III

The members of the corporation shall be such members of the congregation as may be qualified Electors at the annual parish elections for members of the Vestry under the canons of The Traditional Episcopal Church regulating the subject and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation.

ARTICLE IV

The terms for which the corporation is to exist shall be perpetual or until such time as said corporation shall have been dissolved by law.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(813) 892-3100 FBN: 0019411

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ARTICLE V

The names and residences of the subscriber members to these Articles of Incorporation are:

<u>NAME</u>	<u>RESIDENCE</u>
Rev. Gilbert C. McDowell	105 Rosewood Drive Palm Harbor, FL 34685
Ellen Karaku	4610 Ferdinand Tampa, FL 33611
Sandra V. Fleming	1047 Alhambra Way South St. Petersburg, FL 33706

ARTICLE VI

The officers by whom all the affairs of the corporation are to be managed shall be the Priest in Charge, a Rector and a body of laity (the "Vestry") composed of no fewer than three (3) members who shall be communicants of this corporation and qualified voters hereof.

The members of the Vestry shall be chosen by ballot at the annual meeting of the members of the corporation which shall be held within ninety (90) days prior to January 31st in each calendar year, and in such elections a majority of votes shall be necessary to decide the choice. The Vestry shall have power to fill all vacancies which may occur in its body during the year until the next annual meeting. The Priest in Charge, or Rector, shall appoint a church member as Senior Warden. Of the persons chosen as members of the Vestry, one shall annually be appointed Junior Warden by the Vestry. The Vestry shall also elect annually a Secretary and a Treasurer who need not but may be members of the Vestry. The offices of Secretary and Treasurer may be held by the same person. The term of office of members of the Vestry may be more than one year; provided, however, that the term of office of one or more members of the Vestry shall expire each year.

Meetings of the Vestry shall be held annually within ninety (90) days prior to January 31st of each year to receive the reports of officers and committees, to pass on the same, and to turn over the affairs of the corporation to the newly appointed or elected Vestry. Other meetings may be provided for at regular times or be called by the Priest, or at the request of two members of the Vestry.

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ARTICLE VII

The names of the officers who are to manage all the affairs of the corporation, until the next appointment or first election under these Articles of Incorporation are:

John C. Dew - President
Jack Russell - Treasurer
Patricia Y. Baynard - Secretary

ARTICLE VIII

The bylaws of the corporation (which must not be inconsistent with the Articles of Incorporation or the canons of the Traditional Episcopal Church) are to be made, altered or rescinded by the Vestry.

ARTICLE IX

No grant shall be made nor shall any charge be imposed upon any consecrated church or chapel, or any church or chapel which has been used solely for divine service belonging to the corporation; except by the consent of a majority of the whole Vestry Committee or Vestry at any regular or special meeting, nor without the consent of the Presiding Bishop. No real property held by the corporation shall be encumbered or sold except with the approval of a majority of the whole Vestry at any regular or special meeting. All conveyances and other instruments in the name of the corporation shall be signed in the corporate name by the Priest in Charge, or Rector, if there be one, and by the Senior Warden under the common seal of the corporation, the signatures of the Senior Warden being sufficient if there is no Priest.

ARTICLE X

These Articles of Incorporation may be amended at a meeting of the members of the corporation, duly called and convened for such purpose, and if approved by a majority of the members present and voting, and if it be approved by them, it shall be and form part of said Articles of Incorporation upon the consequent confirmation thereof by the Secretary of State of the State of Florida.

ARTICLE XI

The Registered Agent for this Corporation is John C. Dew, at 150 Second Avenue

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North, Suite 1500, St. Petersburg, Florida 33701 is the Registered Office. Said Registered Agent by virtue of his signature at the end of these Articles of Incorporation, acknowledges appointment as such and agrees to accept service of process for this corporation.

WITNESS my hands this 21ST day of FEB, in the year of our Lord One Thousand Nine Hundred Ninety-Nine.


Rev. Gilbert C. McDowell


Ellen Karaku


Sandra V. Fleming


STATE OF FLORIDA
COUNTY OF PINELLAS

BE IT REMEMBERED that on this 21ST day of FEB, 1999, before me the undersigned authority, personally appeared Gilbert C. McDowell, Ellen Karaku, and Sandra V. Fleming, to me well known as all of the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged the same as and for their own act and they intend in good faith to carry out the purposes and objects set forth therein.

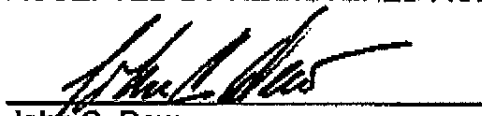
WITNESS, my hand and official seal the day and year aforesaid.



John C. Dew
MY COMMISSION # CC718167 EXPIRES
June 12, 2002
BONDED THRU TROY FAWN INSURANCE, INC.


Printed Name:
Notary Public
My Commission Expires:
Serial Number:

ACCEPTED BY REGISTERED AGENT:


John C. Dew
lb:tedward.aoi

FEB-24-1999 13:50

Harris,Barrett,Mann & Dew

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
-- NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ST. EDWARD THE CONFESSOR, INC. a not-for profit corporation, desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named John C. Dew, located at 150 Second Avenue North, Suite 1500, St. Petersburg, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


John C. Dew, Registered Agent

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