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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.

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Amendment

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**AMENDED
ARTICLES OF INCORPORATION**

OF

SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.

ARTICLE I

Name of Corporation

The name of the corporation is SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.

ARTICLE II

Corporate Existence

This corporation is a Not for Profit Corporation organized pursuant to chapters 617 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of the Corporation

The purposes of this corporation are as follows:

- A. To establish a Hispanic mission in the area of Hialeah and its vicinities;
- B. To reach evangelized Hispanics in the area of Hialeah and its vicinities that are not currently attending any church;
- C. To offer an alternative to those Hispanic Episcopalians in the area of Hialeah and its vicinities who are not presently attending church;
- D. The mission of San Francisco De Asis is to restore the Hispanic community to unity with God and each other in Christ.

Prepared by: Manuel Arthur Mesa, Esq.
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131
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- E. The corporation shall abide by and be subject to the Constitution and Canons of the Episcopal Church and of the Diocese of Southeast Florida ("the Diocese").

ARTICLE IV

Street Address and Initial Principal Office of the Organization

The principal office of the organization for this corporation shall be:

15650 Miami Lakeway North
Miami Lakes, Florida 33014

ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

37th Floor, NationsBank Tower
100 Southeast 2nd Street
Miami, Florida 33131

The Board of Directors of the Corporation, also known as the "Vestry", may from time to time move the registered to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapters 607, 617, and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel Arthur Mesa, Esquire

ARTICLE VII

Directors

- 2 -

H99000020428

H99000020428

The Corporation shall have ten 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). The Board of Directors of the Corporation (the "Vestry") shall be chosen by ballot at the annual meeting of the members of the Corporation which shall be held within sixty (60) days before or on January 31 in each calendar 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 shall be an ex officio member and president of the Vestry with the right to vote.

The initial directors of the corporation are:

Dalia J. Mesa
Manuel G. Mesa
Mara Peruyero
Braulio Peruyero
Julia Lezcano
Gloria Peruyero
Ramon Nuno
Xiomara Betancourt
Orlando Peruyero
Antonio Otero
15650 Miami Lakeway North
Miami Lakes, Florida 33014

ARTICLE VIII

Incorporator

The names and addresses of the incorporators are as follows:

Dalia J. Mesa
Manuel G. Mesa
Mara Peruyero
Braulio Peruyero
Julia Lezcano
Glorida Peruyero

H99000020428

H99000020428

Ramon Nuno
Xiomara Betancourt
Orlando Peruyero
Antonio Otero
15650 Miami Lakeway North
Miami Lakes, Florida 33014

ARTICLE IX

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by the Vestry at any regular or duly scheduled special meeting.

ARTICLE X

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XI

Members

The members of the Corporation shall be those persons who are qualified voters at the election for members of the Vestry under the Canons of the Diocese. No person who shall disclaim or refuse conformity to the Constitution, Canons and doctrines of the Episcopal Church or of the Constitution and Canons of the Diocese of Southeast Florida shall be a member of this Corporation or eligible for membership therein; nor shall any such person vote for Vestry persons

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H99000020428

or be appointed or elected a member of the Vestry, or exercise any function in, concerned or connected with this Corporation.

ARTICLE XII

Real and Personal Property

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

ARTICLE XIII

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 17(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 Directors of this Corporation.

ARTICLE XIV

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 Law ("the Code") or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XV

Amendment

- 5 -

H99000020428

H99000020428

These Articles of Incorporation may be amended, changed, altered or repealed only by the members.

ARTICLE XVI

Statements Regarding Amendments

These amendments were adopted July 26, 1999. Since the members are entitled to vote on the proposed amendments, the following information is submitted.

First, the date of the adoption of the amendments by the members is July 26, 1999.

Second, the number of votes cast for the amendments was sufficient for approval, and the person signing the amendments is authorized by the members to execute said amendments.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation of San Francisco De Asis Episcopal Church, Inc., on this 26th day of July, 1999.



MANUEL G. MESA
Vice Chairman of Board
of Directors

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