

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 323  
222-1173

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ACCT. #FCA-14

N99000007557

CONTACT: CINDY HICKS

DATE: 12.23-99

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-12/23/99--01044--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0164. 9668

CORP. NAME: Antilles EPISCOPAL Conference, Inc

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                         |   |  |

FILED  
99 DEC 23 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6158 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

RECEIVED  
99 DEC 23 AM 11:26  
TALLAHASSEE, FLORIDA

Examiner's Initials

W 12/23

**ARTICLES OF INCORPORATION**  
**OF**  
**ANTILLES EPISCOPAL CONFERENCE, INC.**

**FILED**  
99 DEC 23 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

**ARTICLE I**

**Name**

The name of this Corporation shall be **ANTILLES EPISCOPAL CONFERENCE, INC.** and the street address of its initial principal place of business shall be located at 59 Main Street, Mandeville, Jamaica, West Indies, with a mailing address of P. O. Box 8, Mandeville, Jamaica, West Indies.

**ARTICLE II**

**Term**

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which this Corporation is organized are exclusively charitable, religious and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

A. To serve the Bishop members of the Antilles Episcopal Conference in the promotion and development of their charitable, religious and educational purposes;

B. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

## **ARTICLE IV**

### **Members**

The Corporation may provide for membership, qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

## **ARTICLE V**

### **Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 421 E. Robinson Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporate at that address is Norbert M. Dorsey.

## **ARTICLE VI**

### **Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors and the manner of election of the directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

Rev. Edgerton R. Clarke, P. O. Box 8, Mandeville, Jamaica, West Indies  
Lawrence Burke, P.O. Box 8, Mandeville, Jamaica, West Indies  
Most Rev. Paul M. Boyle, P. O. Box 8, Mandeville, Jamaica, West Indies

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Robert J. Pleus Jr., Esquire  
255 S. Orange Avenue Suite 1700  
Orlando, FL 32801

## **ARTICLE VIII**

### **Bylaws**

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

## **ARTICLE IX**

### **Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

## **ARTICLE X**

### **Restrictions and Interpretation**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private 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 in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), 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.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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 Section 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 "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

## **ARTICLE XI**

### **Dissolution**

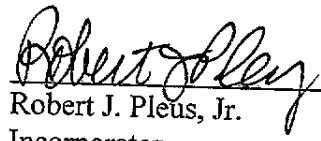
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Such disposition may include the distribution of assets to an organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### **Indemnity**

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators and assigns, against any and all expense, including, but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, by reason of having been or being directors or officers; provided, that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, bylaw, agreement, vote of active member, or otherwise.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 10<sup>th</sup> day of December, 1999, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

  
Robert J. Pleus, Jr.  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0202, 48.091 and 617.0501, Florida Statutes, the following is submitted:

**ANTILLES EPISCOPAL CONFERENCE, INC.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 59 Main Street, Mandeville, Jamaica, West Indies, has named and designated **NORBERT M. DORSEY**, with its registered office located at 421 E. Robinson Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **ANTILLES EPISCOPAL CONFERENCE, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20<sup>th</sup> day of December, 1999.

Norbert M. Dorsey

By: Norbert M. Dorsey  
Registered Agent

99 DEC 23 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA