

State of Florida



Department of State

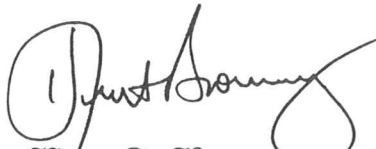
I certify the attached is a true and correct copy of the Articles of Incorporation of ST. MONICA'S EPISCOPAL CHURCH, INC., a corporation organized under the laws of the State of Florida, filed on September 30, 1991, as shown by the records of this office.

The document number of this corporation is N93000004569.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of November, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

ARTICLES OF INCORPORATION
OF
ST. MONICA'S EPISCOPAL CHURCH, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 for the incorporation of religious societies, 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. MONICA'S EPISCOPAL CHURCH, INC. and it is to be located at 4500 Executive Drive, Suite 100, Naples, Collier County, Florida.

ARTICLE II

The general nature of the object of the corporation (its "Charitable Purposes") is the support of the public worship of Almighty God, according to the faith and discipline of The Episcopal Church and of the Episcopal Church in the Diocese of Southwest Florida. It acknowledges itself to be a member of and to belong to the said Church and to the said Church in the Diocese of Southwest Florida. As such it accedes to, recognizes and adopts the constitutions, canons, doctrine, discipline and worship of the Episcopal Church and the constitution and canons of the Episcopal Church in the Diocese of Southwest Florida.

ARTICLE III

The members of the corporation shall be such members of the congregation as may be qualified electors at parish elections for members of the Vestry under the canons of the Episcopal Church regulating the subject in the Diocese of Southwest Florida and said members shall be entitled to vote upon all questions which may properly come before any meeting of the congregation. No person who shall disclaim or refuse conformity with and obedience to the constitution, canons, doctrine or worship of The Episcopal Church in the Diocese of Southwest Florida shall be a member of this corporation or eligible for membership therein; nor shall such person vote for members of the Vestry or Vestry Committee or be appointed or elected a member of the Vestry Committee or Vestry, or exercise any function in, concerned or connected with this corporation.

ARTICLE IV

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

ARTICLES OF INCORPORATION
ST. MONICA'S EPISCOPAL CHURCH, INC.

ARTICLE V

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

John S. Adler

Naples, FL 33999

Charles E. Decker

Naples, FL 33999

Nancy Helring

Naples, FL 33942

Paul Nick

Naples, FL 33942

Kathleen Ennis

Naples, FL 33999

Dean R. Lind

Naples, FL 33942

Wayne Stickney

Naples, FL 33942

ARTICLE VI

The officers by whom all the affairs of the corporation are to be managed shall be the priest in charge and a body of laity composed of no fewer than five (5) members who shall be communicants of corporation, at least eighteen (18) years of age, and qualified electors thereof. When the corporation shall have the status of a Mission under the canons aforesaid, the priest in charge shall be the Vicar, and the body of laity shall be called the Vestry Committee; and when the corporation shall have the status of a Parish under the canons aforesaid, the priest in charge shall be the Rector, and the body of laity shall be called the Vestry.

The Vicar shall be appointed by the Bishop of the Diocese of Southwest Florida, and the Rector shall be elected by the Vestry subject to the approval of the Bishop of the Diocese of Southwest Florida. The Vicar or Rector, as the case may be, shall continue in the office until a vacancy shall be created by resignation or death or removal, according to the canons aforesaid, and shall, when present, preside with the right to vote at all Mission or Parish meetings and all Vestry Committee or Vestry Meetings, except when the Bishop by the said canons shall have the right to preside at a Vestry Committee or Vestry meeting. The other duties and privileges of the Vicar or Rector are those prescribed by the said canons.

The members of the Vestry Committee shall be chosen by ballot at the annual election of the corporation which shall be held on January 31 of each year or within 90 days prior thereto.

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In such elections a majority of votes cast shall be necessary to decide the choice; provided that the names of those chosen shall be submitted to the Bishop for his approval and appointment. The Vestry Committee shall nominate to the Bishop persons to be approved and appointed to fill any vacancies that may occur during the year. Of the persons chosen and appointed as Vestry Committee members, the Vicar shall annually name one of them as Senior Warden, and one of them shall annually be elected as Junior Warden by the Vestry Committee. The Vestry Committee shall also annually elect a Secretary and a Treasurer, who need not but may be members of the Vestry Committee. The offices of Secretary and Treasurer may be held by the same person. The term of office of members of the Vestry Committee may be more than one year; provided however, that the term of office of one or more members of the Vestry Committee shall expire each year.

The members of the Vestry shall be chosen by ballot at the annual election of the corporation which shall be held on January 31 of each year or within 90 days prior thereto. In such elections a majority of votes cast 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. Of the persons chosen as members of the Vestry, one shall annually be appointed Senior Warden by the Rector and one shall annually be elected by the Vestry as Junior Warden. The Vestry shall also elect annually a Secretary and a Treasurer which 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 Committee or Vestry shall be held annually on January 31 of each year or within 90 days prior thereto 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 Committee or Vestry. Other meetings may be provided for at regular times or be called by the Vicar or Rector, or in his absence by the Senior Warden, or at the request of two members of the Vestry or Vestry Committee; and the Bishop of the Diocese may at his discretion call a meeting of the Vestry Committee or Vestry and preside at such meeting. The other privileges and duties of the Vestry Committee or Vestry, the Wardens, the Secretary, and the Treasurer, shall be as provided in the canons of The Episcopal Church and in the Diocese of Southwest Florida.

ARTICLES OF INCORPORATION
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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:

Vicar:

John S. Adler

Naples, FL 33999

Senior Warden:

Dean R. Lind

Naples, FL 33942

Junior Warden:

Charles E. Decker

Naples, FL 33999

Clerk:

Nancy Helring

Naples, FL 33942

Treasurer:

Wayne Stickney

Naples, FL 33942

ARTICLE VIII

The by-laws of the corporation (which must not be inconsistent with the canons aforesaid nor with the Articles of Incorporation) are to be made, altered, or rescinded by the Vestry Committee or 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 Bishop acting with the advice and consent of the Standing Committee of the Diocese and the consent of the Diocesan Council. No real property held by the corporation shall be encumbered or sold except with the approval of a majority of the whole Vestry Committee or Vestry at any regular or special meeting and with the consent of the Diocesan Council of the Diocese of Southwest Florida. All conveyances and other instruments in the name of the corporation shall be signed

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in the corporate name by the Vicar or Rector, if there be one, and by the Wardens under the common seal of the corporation, the signatures of the Wardens being sufficient if there be no Vicar or Rector.

ARTICLE X

In the case of the dissolution of the corporation, all its property on the winding up of its affairs shall vest in the corporation known as The Diocese of Southwest Florida Incorporated, or its successors or assigns, in trust to hold and convey the same to and for some existing or future congregation, in the said City of Naples, Florida, or for members of The Episcopal Church in the Diocese of Southwest Florida, and to and for no other purposes.

ARTICLE XI

PROHIBITED ACTIVITIES

The Corporation:

- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Trustees, Officers or Members of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (f) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (g) to the extent the Corporation is or may become a private foundation with the meaning of Section 509 of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

ARTICLES OF INCORPORATION
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(h) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Code; or

(i) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII

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, the amendment shall be submitted to the Bishop and to the Diocesan Council of the Diocese, and if it be approved by them, it shall be and form a part of said Articles of Incorporation upon the consequent confirmation thereof by the Secretary of State of the State of Florida.

ARTICLE XIII

The street address of the initial registered office of the Corporation is 1420 Churchill Circle Naples, Florida, 33942 and the name of the initial registered agent of the Corporation is PAUL NICK.

WITNESS our hands this 23rd day of June, in the year of our Lord One Thousand Nine Hundred and Ninety-One.

JOHN S. ADLER

PAUL NICK

CHARLES E. DECKER

NANCY HELRING

KATHLEEN ENNIS

DEAN R. LIND

WAYNE STICKNEY

ARTICLES OF INCORPORATION
ST. MONICA'S EPISCOPAL CHURCH, INC.

STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED THAT on this 23rd day of June, A.D. 1991, before me the undersigned authority, personally appeared JOHN S. ADLER, to me known as one of the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged the same as and for his own act and as the act of the other subscribers.

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

Notary Public
State of Florida (Seal)

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 11, 1994
BONDED THRU HUCKLEBERRY & ASSOCIATES

STATE OF FLORIDA
COUNTY OF COLLIER

DEAN R. LIND, being duly sworn according to law, says that he is one of the subscribers to the foregoing Articles of Incorporation and this it is intended in good faith to carry out the purposes and object set forth therein.

DEAN R. LIND

SWORN to and subscribed before me, the undersigned authority, this 23rd day of June, 1991 A.D.

Notary Public, State of Florida

My commission expires:

(Seal)

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 11, 1994
BONDED THRU HUCKLEBERRY & ASSOCIATES

ARTICLES OF INCORPORATION
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FILED

SEP 30 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0505, Florida
Statutes, the following is submitted:
SAINT MONICA'S EPISCOPAL CHURCH, ^{INC} desiring to organize or qualify
under the laws of the State of Florida, with its principal
Business at City of Naples, State of Florida, has named PAUL
NICK, located at 1420 Churchill Circle, City of Naples, State of
Florida, 33942, as its agent to accept service of process within
Florida.

JOHN S. ADLER

Date 23 June 1991

NANCY HELRING

Date 6/23/91

DEAN R. LIND

Date 6/23/91

CHARLES E. DECKER

Date 6/23/91

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT
I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATION PROVIDED FOR IN
SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

REGISTERED AGENT:

PAUL NICK

DATE: 23 June 91