

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ST. MARY'S EPISCOPAL CHURCH OF BONITA SPRINGS, INC., a corporation organized under the laws of the State of Florida, filed on October 10, 1978, as shown by the records of this office.

The document number of this corporation is 744531.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-eighth day of May, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

744531

FILED
SEP 10 4 52 PM '73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ST. MARY'S EPISCOPAL CHURCH OF BONITA SPRINGS, INC.

A NON-PROFIT CORPORATION

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. Mary's Episcopal Church of Bonita Springs, Inc. and it is to be located at Bonita Springs, Lee County, Florida.

ARTICLE II

The purpose of the corporation is the support of the public worship of Almighty God, according to the faith and discipline of the Episcopal Church in the United States of America, otherwise and hereafter known as the Episcopal Church, as promulgated by the Ecclesiastical Authority of the Unit of the same, known as the Episcopal Church in the Diocese in which this corporation is situated, (which shall be hereinafter referred to in these Articles of Incorporation as "Diocese"). The corporation acknowledges its allegiance to be due to the One, Holy, Catholic and Apostolic Church and recognizing the Diocese to be a trust unit of same having a rightful spiritual jurisdiction over said corporation, hereby declares its adherence to the same and accedes to its Constitution and Canons.

ARTICLE III

The members of the corporation shall all be such members of the congregation as may be qualified voters 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.

ARTICLE IV

The term for which the corporation is to exist shall be perpetual.

A-1267

ARTICLE V

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

<u>NAME</u>	<u>RESIDENCE</u>
James W. Smith	1455 Hickory Blvd. Bonita Springs, Florida 33923
James J. McCleary	148 Estero Woods Village Estero, Florida 33928
Winifred A. King	Imperial Blvd. Road Bonita Springs, Florida 33923

ARTICLE VI

The officers, who will manage the affairs of the corporation and the times which they will be elected or appointed shall be determined and fixed by the By-laws which By-laws shall not be inconsistent with the Constitution of the Episcopal Church of the Diocese.

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:

Friest-In-Charge	Fr. Robert T. Schriber
Senior Warden	William T. Hornaday II
Junior Warden	James W. Smith
Secretary	Elizabeth Cochrane
Treasurer	Winifred A. King

ARTICLE VIII

The powers of this corporation shall be exercised, its properties controlled and, its affairs conducted by a Board of six Directors hereinafter to be known as the, "Vestry", or "Vestry Committee". The number of Vestry herein provided for may be changed by a By-law duly adopted by the members entitled to vote. The qualifications, the time and matter of electing, the duties of the terms of office and the matter of removing Vestrymen shall be as set forth in the By-laws.

The names and addresses of the persons constituting the first Board of Directors (Vestry or Vestry Committee) who are to act in that capacity until the selection of their successors are:

A-1267

NAME	RESIDENCE
Fr. Robert T. Schriber	304 Rosemary Drive Bonita Springs, Fl 33923
William T. Hornaday II	Stardust Drive L C M Box 250 Bonita Springs, Fl 33923
James W. Smith	1455 Hickory Blvd. Bonita Springs, Fl 33923
Elizabeth Cochrane	109 Baron Road Imperial Harbor Box 103 Bonita Springs, Fl 33923
Winifred A. King	Imperial Blvd. Road Bonita Springs, Fl 32923
James J. McCLEARY	148 Estero Wood Village Estero, Florida 33928

ARTICLE IX

The By-laws of the Corporation (which must not be inconsistent with the canons aforesaid nor with these Articles of Incorporation) are to be made, altered or rescinded in whole or in part by the qualified voters of the congregation in the manner provided for therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE X

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 prior consent of the Bishop acting with the advice and consent of the Standing Committee of the Diocese and the consent of the Diocese 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 Bishop and Diocesan Council of the Diocese of Southwest Florida. All conveyances and other instruments in the name of the corporation shall be signed in the corporation name by the Vicar or Rector, if there be one, and by the Wardens under the common seal of the corporation, the signature of the Wardens being sufficient if there be no Vicar or Rector.

A-1267

ARTICLE XI

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

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 approval by two-thirds (2/3) 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 consequent confirmation thereof by the Secretary of State of the State of Florida.

ARTICLE XIII

Should there be a conflict between these Articles of Incorporation, the By-laws of the corporation and the Constitution and Canons of the Diocese, said Constitution and Canons shall take precedence and said Articles and or By-laws shall be amended as herein elsewhere provided, to remove any basis of conflict.

ARTICLE XIV

The address of this corporation's initial registered office in the State of Florida is: St. Mary's Church, 904 Rosemary Drive, Bonita Springs, Florida 33923.

The name of this corporation's initial registered agent at the above address is: FATHER ROBERT T. SCRIBER

The undersigned constituting the subscribers of this corporation for the purpose of forming this corporation not-for-profit, under the laws of the State of Florida, have executed these Articles of Incorporation this 1 day of May, 1978.

Witness my hand and official seal the day and year aforesaid.

Sophie Anderson
NOTARY PUBLIC-STATE OF FLORIDA

James W. Smith
JAMES W. SMITH

James J. McCleary
JAMES J. McCLEARY

Winifred A. King
WINIFRED A. KING

Notary Public, State of Florida. My commission expires Sept. 19, 1981.
Bonded by Auto Owners Insurance Co.

A-1267

FILED
OCT 10 4 02 PM '33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

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.

ST. MARY'S EPISCOPAL CHURCH
OF BONITA SPRINGS, INC.

BY: *Robert T. Schriber*
FATHER ROBERT T. SCHRIBER

A-1267