

**RESOLUTION NO. 1: AMENDMENT AND RESTATEMENT OF THE ARTICLES
OF REINCORPORATION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF
FLORIDA.**

That the Articles of Reincorporation of the Episcopal Church in the Diocese of Florida, Inc. be amended and restated as follows:

**THE AMENDED AND RESTATED ARTICLES
OF REINCORPORATION
OF THE EPISCOPAL CHURCH
IN THE DIOCESE OF FLORIDA, INC.**

ARTICLE I.

Name: Governance

The name of this corporation ~~shall be:~~is "The Episcopal Church in the Diocese of Florida, Inc." The corporation is sometimes referenced in these Amended and Restated Articles of Reincorporation (these "Articles") as the "Diocese." The corporation shall be governed pursuant to these Articles and by bylaws of the corporation, which bylaws shall be known as the "Canons" of the Diocese. These Articles are adopted as provided and stated herein.

ARTICLE II.

Purposes

The general nature of the objects and purposes of this corporation shall be:

- ~~(a)~~ (a) To propagate and disseminate the Gospel of the Lord, Jesus Christ.
- ~~(b)~~
- (b) To be a constituent governing part of the "Protestant Episcopal Church in the United States of America" and, subject only to any limitations in the laws of Florida, the corporation recognizes, accedes to and adopts the Constitution of the Protestant Episcopal Church in the United States of America, and acknowledges its authority accordingly.
- ~~(c)~~
- (c) To do all things necessary and proper in the pursuit of such objects and purposes.

ARTICLE III.
Location

The office of the corporation shall be in the City of Jacksonville, County of Duval, State of Florida, or such other place as may be designated from time to time by the annual convention of the Diocese (the "Annual Diocesan Convention-"). Under the Constitution of the Protestant Episcopal Church in the United States of America, and until further action by such national body, the jurisdiction of the corporation comprises all that part of the State of Florida lying North of the Southerly boundary of the Counties of Levy, Alachua, Putnam, and Flagler, and East of the Easterly boundary of the Counties of Jackson, Calhoun and Gulf (that is, along the AppalachicolaApalachicola River, including that portion of Franklin County lying East of said River) as they existexisted in the year 1972.

ARTICLE IV.
Qualification of Members

The membership of the corporation shall consist of all persons resident within the jurisdiction of the corporation who are members of the Episcopal Church as such membership may be defined from time to time by the Canons ~~(Bylaws)~~ of the corporation.

ARTICLE V.
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI.
Subscribers

~~The names and residences of the subscribers to the Articles are:-~~

~~Bishop (Presiding Officer, equivalent to President)
The Right Reverend Edward Hamilton West, D.D.
4949 Vandiveer Road, Jacksonville, Florida~~

~~Chancellor
The Honorable H. Plant Osborne, Junior
3847 Ortega Boulevard, Jacksonville, Florida~~

~~Secretary of the Diocese
The Reverend Johnson Hagood Pace, Junior
7973 Denham Road, East, Jacksonville, Florida~~

~~ARTICLE VII.~~

Organization

Section 1. The affairs of the corporation are to be managed by the Bishop of the Diocese (who shall be President and Chief Executive Officer of the corporation), a Standing Committee, the Diocesan Council (which shall consist of not less than three (3) members;), and such other ~~Officers~~officers and ~~Agencies~~agencies as may be provided from time to time by the Canons ~~(bylaws)~~. The Canons shall provide for the time and manner in which the Standing Committee, the Diocesan Council and other ~~Officers~~officers and ~~Agencies~~agencies are ———elected and appointed.

Section 2. The Bishop shall be the Ecclesiastical Authority of the Diocese. When there is no Bishop, the Standing Committee shall be the Ecclesiastical Authority of the Diocese for all proper purposes.

Section 3. (a) The Diocesan Convention shall be the Legislative Authority of the Diocese. It shall be composed of ~~Clergy~~clergy and ~~Lay Delegates~~lay delegates as provided by the Canons. There shall be an annual meeting of the Diocesan Convention at such time and place as the Canons shall provide. The Ecclesiastical Authority of the Diocese shall have the power to call a special Diocesan Convention, provided that at least thirty (30) days ~~days~~ prior written notice thereof shall be given to all ~~Clergy~~clergy canonically resident in the Diocese (as provided in the Canons) and ~~Congregations~~congregations entitled to representation; (as provided in the Canons), in writing, specifying the time and place of meeting and the business to be transacted.

(b) Each ~~member, Clerical~~clergy and ~~Lay, of~~lay delegate to the Diocesan Convention shall be entitled to one vote; unless a vote by orders shall be called for by three ~~Clerical~~clergy members or by the ~~Lay~~lay delegation from one ~~Congregation~~congregation. If a vote by orders shall be called for, the ~~Clergy~~clergy and ~~Lay~~laity shall vote separately, and a concurrence of both orders on the same ballot shall be necessary to constitute a decision.

Section 4. The election of a Bishop of the Diocese shall be had in ~~Regular~~regular or ~~Special~~special Diocesan Convention. The quorum required for the election of a Bishop shall be ~~two-thirds a majority~~ of all ~~Clergy~~clergy delegates entitled to vote and ~~two-thirds a majority~~ of all ~~Lay~~lay Delegates entitled to ~~be members of the Diocesan Convention, vote at such convention.~~ The election shall be in the following manner: After nominations have been made in open Convention, ~~the vote(s)~~ shall be taken by orders (~~Clergy~~clergy and ~~Lay~~lay) and by secret ballot, ~~and until~~ a qualified Bishop or Presbyter shall be chosen. A concurrent majority of those present and voting in both orders shall be necessary for ~~a choice~~election of a Bishop.

~~ARTICLE VIII.~~

~~Interim Organization~~

~~The affairs of the corporation shall be managed by the Bishop and the following Officers and Bodies who shall serve until the next Annual Diocesan Convention and until their successors are duly elected and qualified.~~

ARTICLE VII.

~~(Names deleted—Refer to original copy in Diocesan Office).~~

~~ARTICLE IX.~~

Canons ~~(Bylaws)~~

Section 1. The Diocesan Convention shall provide such Canons for the conduct of the business and the carrying out of the purposes of the corporation as it may deem necessary from time to time, consistent with the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the laws of the State of Florida.

Section 2. Such Canons shall be subject to amendment from time to time by the Diocesan Convention in such manner as may be provided therein.

ARTICLE VIII.

~~ARTICLE X.~~

Amendments

These Articles ~~of Incorporation~~ may be amended by a resolution introduced in writing and considered in any ~~Annual~~ annual Diocesan Convention. If approved by a majority of ~~the Diocesan Convention~~ that convention, it shall lie over until the next Annual Diocesan Convention when, upon consideration again, if it be approved in a vote by Orders, the amendment shall become effective.

ARTICLE IX.

~~ARTICLE XI.~~

Non-Profit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation.

Section 3. The corporation shall not carry on propaganda or otherwise act to influence legislation.

ARTICLE X.
~~ARTICLE XII.~~
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.-

ARTICLE XI.
Articles Consolidation

These adopted Articles supersede all prior articles of incorporation and reincorporation of the corporation and all amendments to those prior articles.

ARTICLE XII.
Adoption; Effective Date

As required by Section 617.1007, Florida Statutes, it is stated that these Articles contain amendments to the preexisting articles of incorporation of the corporation that required member approval. These Articles were adopted by the Diocesan Conventions meeting on November 11, 2023, and _____, 2024, and the votes cast in the respective Orders at both Diocesan Conventions were sufficient for approval and adoption of these Articles.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Dated: _____, 2024

Signature: _____
(By Bishop or Chair of Standing Committee as Ecclesiastical Authority)

(Typed or printed name of person signing)

(Title of person signing)