

**RESTATED ARTICLES OF INCORPORATION  
OF THE  
RECTOR, WARDENS AND VESTRYMEN OF  
SAINT JOHN THE BAPTIST EPISCOPAL CHURCH IN CAPITOLA,  
CALIFORNIA**

The undersigned certify that:

1. They are the president (Rector) and the secretary (Clerk of the Vestry), respectively, of the Rector, Wardens and Vestrymen of Saint John the Baptist Episcopal Church in Capitola, California, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**RESTATED ARTICLES OF INCORPORATION**

**Article I:** The name of the corporation is: **Episcopal Church of St. John the Baptist, Aptos, California.**

**Article II: A.** This Corporation is a RELIGIOUS CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

**B.** The specific purposes of this corporation are to function as a parish of The Episcopal Church, in accordance with the Constitution, Canons, Rules, Regulations, and Discipline of The Episcopal Church and of the Episcopal Diocese of El Camino Real.

**C.** This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

**Article III: A.** This organization is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

**B.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**C.** This corporation is organized in accordance with the Constitution, Canons, doctrine, discipline, rules, regulations and worship of The Episcopal Church and similar documents of the Episcopal Diocese of El Camino Real and agrees to submit to and obey such directions as may be received from the applicable Bishop.

**Article IV:** The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall revert to and become the property of the Episcopal Diocese of El Camino Real, a religious corporation organized solely for charitable and religious purposes under the non-profit corporation laws of the State of California. All real and personal property held by or for this parish is forever held in trust for The Episcopal Church and the Episcopal Diocese of El Camino Real. The existence of this trust, however, shall not limit the power and authority of this corporation over such property so long as the corporation remains a part of and subject to The Episcopal Church and the Episcopal Diocese of El Camino Real and their Constitutions and Canons.

**Article V:** The County in this State where the principal office for the transaction of the business of this corporation is located in the county of Santa Cruz.

**Article VI:** The Board of Directors shall have the title of the Vestry, and they shall be subject to all applicable laws of the State of California relating to directors. The Rector of the said parish shall be ex officio a member and the president of said Board of Directors, and the Secretary of the corporation shall have the title Clerk of the Vestry.

**Article VII:** Bylaws have been adopted and may be amended by the Vestry, provided that they shall not be inconsistent with the canon law of the Episcopal Diocese of El Camino Real or the General Convention of The Episcopal Church.

**Article VIII:** This corporation is organized under the authority of the Episcopal Diocese of El Camino Real. It shall dissolve whenever its parochial relationship with the Episcopal Diocese of El Camino Real is dissolved by action of this corporation or by the Episcopal Diocese of El Camino Real, or when the charter authorizing formation of the parish and corporation is surrendered to, taken away by, or revoked by the Episcopal Diocese of El Camino Real.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors (Vestry).
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: \_\_\_\_\_

\_\_\_\_\_  
The Rev. Steven M. Ellis, President/Rector

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Robert Nelson, Secretary/Clerk of the Vestry