

CERTIFICATE OF RE-INCORPORATION

OF

ARMENIAN APOSTOLIC CHURCH  
OF MIAMI, INC.  
(A Corporation Not For Profit)

We, the undersigned have associated ourselves together, and do hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, pursuant to the following certificate and articles of incorporation:

ARTICLE I.

NAME

The name of this corporation shall be the ARMENIAN APOSTOLIC CHURCH OF MIAMI. Its principle place of operation shall be in the City of Miami, County of Dade, State of Florida, at 120 N.E. 16th Street, Miami.

ARTICLE II.

PURPOSES

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

- (a) To conduct religious services and administer the sacraments in accordance with the canons and traditions of the Armenian Church.
- (b) To carry out the decisions of the Parish Assembly.
- (c) To prepare the annual budget and submit the same to the Parish Assembly for approval.
- (d) To examine and approve, once in every year, the accounts and the subordinate bodies and to supervise and regulate their financial and administrative affairs.
- (e) To see to it that the Church dues and all other income of the parish are regularly collected.

(f) To see to it that all expenses of the Parish, incurred in connection with religious services and other religious and educational activities and maintenance of the Church, are defrayed and the purchase price and costs of construction for repairs of all buildings and properties are paid.

(g) To insure the proper and regular performance of Church services

(h) To establish, to supervise and to give moral and financial support to the various schools of the Parish

(i) To encourage all educational, benevolent and cultural organizations in the community

(j) To record in a special book the name and address of each member of the Church, and to keep proper records and a Register of baptisms, marriages and deaths.

(k) To receive a Priest to be in charge of the Parish for the time being as ordered by the Primate until a Priest elected by the Parish Assembly can be installed.

(l) To execute the instructions given by the Primate and Diocesan Council on matters regarding to and the administration of the Diocese and the Parish, in accordance with the powers invested in them by the By-Laws of the Armenian Church of America (Eastern Diocese)

(m) To do all things and perform all duties pertaining to their office as prescribed by the By-Laws of the Armenian Church of America (Eastern Diocese)

### ARTICLE III.

#### TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV.

QUALIFICATION OF MEMBERS

All persons who have been baptised and confirmed in the Armenian Church, who accept its doctrine, canons and rights, and who fulfill their obligations to the Church and community, shall be members in good standing of this corporation.

ARTICLE V.

SUBSCRIBERS

Names and residences of the subscribers and incorporators are as follows:

JACK HAGOPIAN	1920 N.W. 129th Terrace Miami, Florida
CHARLES HAGOPIAN	2501 N.W. 182nd Terrace Miami, Florida
HOSROV GABRIELIAN	660 N.E. 86th Street Miami, Florida

ARTICLE VI.

MANAGEMENT OF CORPORATION

The affairs and business of corporation shall be conducted and managed by the Parish Council of the corporation, consisting of a president, chairman, secretary and treasurer, all of whom will be elected as provided for in the By-Laws of the Armenian Church of America (Eastern Diocese).

ARTICLE VII.

OFFICERS

The names of the officers who are to serve until the first election are:

JACK HAGOPIAN, Chairman and Resident Agent	1920 N.W. 129th Terrace Miami, Florida
CHARLES HAGOPIAN, Vice-Chairman	2501 N.W. 182nd Terrace Miami, Florida
ZABELLE KAY, Secretary	1450 16th Street Miami, Florida
HOSROV GABRIELIAN, Treasurer	660 N.E. 86th Street Miami, Florida

DIRECTORS

The board of directors of this corporation will consist of the Parish Council as provided for in the By-Laws of the Armenian Church of America (Eastern Diocese). First board of directors and their respective addresses are as follows:

JACK HAGOPIAN	1920 N.W. 129th Terrace Miami, Florida
CHARLES HAGOPIAN	2501 N.W. 182nd Terrace Miami, Florida
HOSROV GABRIELIAN	660 N.E. 86th Street Miami, Florida

ARTICLE VIII.

BY-LAWS

The By-Laws of the corporation shall be made by the Diocesan Assembly of the Armenian Church of America and may be amended, altered and rescinded as provided for in the By-Laws of the Armenian Church of America (Eastern Diocese)

ARTICLE IX.

AMENDMENTS

Amendments to the articles of the corporation shall be adopted by a majority vote of the board of directors in any regular or special meeting called for the purpose and proposed by the board of directors to the membership, a majority vote of all members present and entitled to vote and duly constituted meeting of the membership called for that purpose shall be necessary to amend the articles of the corporation. Also the By-Laws must be approved by the Diocesan Assembly of the Armenian Church of America (Eastern Diocese)

ARTICLE X.

APPROVAL

This certificate of incorporation will become effective upon the approval of the Diocesan Assembly of the Armenian Church of America (Eastern Diocese).

In witness whereof we have hereunto set our hands and seals, acknowledged and filed the foregoing articles certificate of incorporation under the laws of the State of Florida, this 19<sup>th</sup> day of Nov, 1969.

Jack Hagoian (SEAL)  
JACK HAGOPIAN

Charles Hagoian (SEAL)  
CHARLES HAGOPIAN

Hosrov Gabrielian (SEAL)  
HOSROV GABRIELIAN

STATE OF FLORIDA) SS:  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared JACK HAGOPIAN, CHARLES HAGOPIAN, HOSROV GABRIELIAN, to me known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 19<sup>th</sup> day of November 1969.

NOTARY PUBLIC, STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES FEB. 27, 1970  
BLENDED THROUGH FRED W. DIESTELHORST

Hosro Gabrielian  
NOTARY PUBLIC

November 21, 1969

Strauss and McCormick, Esqs.  
Suite 1104, Concord Building  
66 West Flagler Street  
Miami, Florida 33130

Att: Ronald Gilbert, Esq.

Re: (A) Incorporation of St. John the  
Baptist Armenian Apostolic Church;

(B) Trust Agreement between St.  
John the Baptist Armenian Apostolic  
Church and Central Bank & Trust Company.

Dear Mr. Gilbert:

I acknowledge, for the record, receipt of your letter of August 14, 1969, re item "(B)" above, and letter dated September 26, 1969 from the Central Bank & Trust Company, re the same item, a copy of which letter was forwarded to you and to Mr. Jack Hagopian, and your letter of October 7, 1969, re "(A)" above. The delay in a more prompt reply to these communications was occasioned by my absence from the Diocesan office for protracted periods on Diocesan matters and for the further reason that the requests had to be submitted to the Diocesan Council which meets generally once a month.

Due to the legal nature of the documents submitted, it was deemed advisable that they be referred to the current Counsel to the Diocese, Richard K. Gregory, Esq., One Park Avenue, New York 10016. I have just concluded a conference with Mr. Gregory and hasten to write to you. I am enclosing a copy of this letter with the request that you transmit it to Mr. Jack Hagopian.

Mr. Gregory advises me that the Certificate of Incorporation submitted to me for my approval appears to be for a new corporation. If this be so, I don't believe approval will be forthcoming because at the present time our Diocese does have one Armenian Church in Miami and that Church according to our Diocesan records is organized as

**Strauss and McCormick, Esqs.**

**Att: Ronald Gilbert, Esq.**

**November 21, 1969**

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a corporation under the name of "Armenian Apostolic Church of Miami, Inc.". If the proposed certificate of incorporation submitted to me were in any sense a continuation of the existing Church, my decision probably would be different. However, it should be clear that we cannot have two separately incorporated Armenian Churches subject to the jurisdiction of our Diocese in the Miami area.

Since Item "(B)" is between the proposed new corporation and the Bank, until the question of the new corporation is clarified and resolved, discussion of the Trust Document would be premature. So that interest on this money may not be lost, I suggest that the money be placed in a savings bank under the name of the Church, subject to withdrawal by two signatures and, if requested, I would not be adverse to be a required third signatory on the savings account so that no one may fear that these monies will be diverted or used for purposes other than as stated in the Trust Document.

Would you please check with Mr. Jack Hagopian with respect to the points raised in this letter and be kind enough to advise me, with a copy to our counsel, Richard K. Gregory, Esq., so that in fairness to all, this matter may be brought to a conclusion.

**Prayerfully yours,**

**Archbishop Torkom Manoogian, Primate  
Diocese of the Armenian Church of America**

ATM/je

cc: Mr. Richard K. Gregory, Esq.  
One Park Avenue  
New York, New York 10016

LAW OFFICES  
**STRAUSS AND McCORMICK**  
SUITE 1104 CONCORD BUILDING  
66 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

RONALD I. STRAUSS  
EDWARD J. McCORMICK  
RONALD B. GILBERT

TELEPHONES  
379-7605  
379-5691

March 16, 1970

Archbishop Torkom Manoogian, Primate  
Diocese of the Armenian Church of America  
600 Second Avenue  
New York, N. Y. 10016

- Re: (A) Incorporation of St. John the  
Baptist Armenian Apostolic Church
- (B) Trust Agreement between St. John  
the Baptist Armenian Apostolic Church  
and Central Bank and Trust Company

The Most Reverend Torkom Manoogian:

As per your letter of November 21, 1969, and discussions with your attorney, Richard K. Gregory, Esq., One Park Avenue, New York, N. Y., please find enclosed a copy of the Certificate of Re-Incorporation of the Armenian Apostolic Church of Miami, Inc.

Pursuant to Statute 617.021 of the Florida Statutes, it is necessary to re-incorporate the present existing Armenian Apostolic Church of Miami, Inc. to file it with the Secretary of State. This is necessary to do so, so that the Armenian Apostolic Church of Miami will have the authority to enter into the trust with the Central Bank of Miami and also to allow it to qualify and use the name of St. John the Baptist Armenian Apostolic Church.

Pursuant to your By-Laws of the church, it is necessary that we obtain approval from you which we can evidence to the bank for the re-incorporation of the above trust.

Therefore, would you please examine the enclosed copies and send them back to us as soon as possible as per your letter of November 21, 1969, and approval of the continuation of the existing church to be registered with the Secretary of State and to be allowed to use the name of St. John the Baptist Armenian Apostolic Church.



The Most Reverend Torkom Manoogian  
March 16, 1970  
Page Two

We need your approval as soon as possible due to the fact that the funds should be placed within the trust and start earning interest therefor at once.

Very truly yours,

STRAUSS & McCORMICK

BY:   
RONALD GILBERT

RG:lc  
Enclosures:

D R A F T

Strauss and McCormick, Esqs.  
Suite 1104 Concord Building  
66 West Flagler Street  
Miami, Florida 33130

Att: Ronald Gilbert, Esq.

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Due to the legal nature of the documents submitted, it was deemed advisable that they <sup>be referred</sup> ~~be submitted~~ to the current Counsel to the Diocese, Richard K. Gregory, Esq., One Park Avenue, New York, New York 10016. I have just concluded a conference with Mr. Gregory and hasten to write to you. I am enclosing a copy of this letter with the request that you transmit it to Mr. Jack Hagopian.

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Since Item "(B)" is between the proposed new corporation and the Bank, until the question of <sup>it</sup> new corporation is clarified and resolved, discussion of the Trust Document would be premature. So that interest on this money may not be lost, I suggest that the money be placed in a savings bank under the name of the Church, subject to withdrawal by two signatures and, if requested, I would not be averse to be a required third signatory on the savings account so that no one may fear that these monies will be diverted or used for purposes other than as stated in the Trust Document.

Would you please check with Mr. Jack Hagopian with respect to the points raised in this letter and be kind enough to advise me, with a copy to our counsel, Richard K. Gregory, Esq., so that in fairness to all, this matter may be brought to a conclusion.

~~Thanking you, I remain,~~

*Prayerfully,*