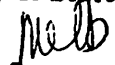


STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true
and correct copy, as taken from the
original on file in this office.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ST. JAMES EPISCOPAL CHURCH OF BATON ROUGE, LOUISIANA



Fox McKeithen
Secretary of State


FEB 22 '02

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 18th day of February, 2002 personally came and appeared before me, the undersigned Notary Public, duly commissioned and qualified in and for the above named parish and state, and in the presence of the undersigned competent witnesses, Thomas L. Frazer, Senior Warden (President) and Mary Frances Hopkins, Secretary, the duly authorized representatives of St. James Episcopal Church of Baton Rouge, Louisiana (hereinafter "Corporation" or "Parish"), and each a person of the full age of majority, who after being duly sworn, declared that availing themselves of the provisions of the Louisiana Business Corporation Law (Title 12, Chapter I, Louisiana Revised Statutes of 1950), and at a duly called meeting on January 20, 2002 of the voting members of the Corporation, said voting members unanimously adopted these Amended and Restated Articles of Incorporation. They further declared that the Corporation was first incorporated by the State of Louisiana through Act 97 of the General Assembly of the State of Louisiana in March of 1844 and was first incorporated under the Secretary of State's authority on April 29, 1921. Furthermore, they declared that said Amended and Restated Articles of Incorporation have been effected in conformity with law and that the herein below Restated and Amended Articles of Incorporation contain both a restatement of the prior articles to the extent any of them were not amended and amendments reflecting changes unanimously made by the voting members at the meeting held on January 20, 2002. The Restated and Amended Articles as of January 21, 2002 are as follows:

ARTICLE I

NAME, STATUS AND DURATION

The name of the Corporation is St. James Episcopal Church of Baton Rouge, Louisiana. The Corporation is organized as a non-profit, non-stock corporation pursuant to the provisions of La. R. S. 12:201, et seq. The Corporation shall have perpetual duration. The location and address of the Corporation's registered office is 205 North Fourth Street, Baton Rouge, LA 70801.

ARTICLE II

PURPOSE

The purpose of the Corporation is to provide a means through which its members can participate fully in the rites and ceremonies of the Episcopal religion in accordance with the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America.

ARTICLE III

POWERS

3.1 The Corporation shall have all powers granted to it under the non-profit corporations law in Louisiana Revised Statute 12:201, et seq., unless otherwise provided through these Articles of Incorporation and any amendments thereto.

3.2 The Corporation shall have the right and power to purchase, receive, take, hold, possess, enjoy and retain movable and immovable property of whatever nature and kind whatsoever, by gift, grant, sale or by any other method of conveyance or transfer whatsoever; and shall also have the power to give, grant, bargain, sell, convey, transfer, exchange or otherwise dispose of to others movable and immovable property of any nature or kind whatsoever; and shall have the power to apply all income, rents, profits and monies received by it from any source to the uses,

ends, intents, and purposes of this corporation, according to such rules, orders and regulations as shall from time to time be declared and ordained, as fully as any natural person or any corporate body within the State of Louisiana might do or perform.

3.3 The power and authority of the Corporation is granted by the provisions of and amendments to the Constitution and Canons of the Diocese of the Episcopal Church of Louisiana (hereinafter referred to as "Diocesan Constitution and Canons") and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (hereinafter referred to as "Constitution and Canons").

3.4 In the event of dissolution or lapse of this corporation, all of its property, both movable and immovable shall be transferred in full ownership to the Diocese of the Episcopal Church of Louisiana.

3.5 Subject to approval of the Vestry, the corporation shall have the authority to make donations for the public welfare, or for charitable, scientific, educational, religious or civic purposes .

ARTICLE IV

ORGANIZATION, MEMBERS, VOTING

4.1 Membership in the corporation, hereinafter referred to as Parish, shall be composed of all persons who have received the Sacrament of Holy Baptism and whose Baptisms have been duly recorded as specified in the Constitution and Canons.

4.2 Voting Members of the Corporation shall be limited to communicants in good standing who are at least eighteen (18) years old, have been members of the Parish for at least one year, and are contributors of record to the Parish for the period of six (6) months prior to any meeting at which a member may vote.

4.3 The Parish Register shall be final and conclusive in all respects as to members of the corporation and the books of the Treasurer of the corporation shall be conclusive as to the contributions of members requisite to suffrage.

ARTICLE V

VESTRY

5.1 The temporal powers of this Parish shall be vested in and the management and control of its temporal affairs shall be exercised by a board of directors, denominated hereinafter as the Vestry.

5.2 The Vestry shall be composed of eighteen (18) Vestry members who shall be elected annually from among the Voting Members of the Parish. Notwithstanding the foregoing, in the event that the size of the Vestry is increased or decreased by these Articles or Amendments thereto, then the Bylaws shall provide for the manner and timing of the transition to the new Vestry size.

5.3 The election of the Vestry members shall be by a majority vote of those Voting Members in attendance at the Annual Parish Meeting. At least fifteen (15) days notice of the annual meeting shall be provided through announcement at all times of worship in the Parish and through the medium of regular Parish publications distributed to all members or the households of all members.

5.4 Each year there shall be elected one-third (1/3) of the Vestry members for a term of three (3) years each, or until their successors are elected. Vestry members may not succeed themselves until at least one (1) year after the expiration of the term just served, unless such term consisted of an unexpired term of less than one and one-half years.

5.5.1 The Vestry shall elect a Senior Warden and a Junior Warden from the Vestry

membership. The Vestry shall also elect a Secretary and a Treasurer both of whom must be Voting Members of the Corporation, but need not be Vestry members. Such offices shall be held for a term of one year.

5.5.2 Individuals holding the positions of Junior and Senior Wardens may be elected to serve another term in that office as long as the individual remains on the Vestry during that subsequent year in office. Notwithstanding the foregoing and only in extraordinary circumstances, a Senior Warden may be reelected by a two-thirds majority vote of the Vestry membership to serve one additional year as Senior Warden, even though said Senior Warden's Vestry term shall expire prior to or during that year in office. During this extended term in office, the Senior Warden shall be a non-voting, ex-officio member of the Vestry, and the number of members elected to the Vestry in the year of the extended term shall not be reduced because of the Senior Warden's continuation in office.

5.6 Vestry shall have the following powers and responsibilities:

5.6.1 To administer the temporal affairs of the Parish, including, but not limited to, personnel, facilities, financial and programmatic matters;

5.6.2 To elect and call the Rector;

5.6.3 To provide facilities and support for the regular and well-ordered worship of the Almighty God;

5.6.4 To coordinate with the Rector all efforts to develop and set forth the spiritual life of the Parish;

5.6.5 To appoint standing and ad hoc committees to advise the Clergy and the Vestry on temporal and spiritual affairs of the Church and its membership;

5.6.6 To make and adopt such bylaws, policies, rules and regulations as may be proper and necessary for conducting and managing the temporal affairs of this Corporation, and to alter or repeal them, provided that such action be not

inconsistent with the existing or any future laws and Constitution of this State, with the Constitution and Canons, with the Diocesan Constitution and Canons., and with the provisions of the articles of incorporation of this Corporation.

5.6.7 The procedures for handling a transition in size of or any vacancy in membership in the Vestry shall be addressed in the Bylaws.

5.7 By two-thirds vote of the Vestry membership, the Vestry may remove a member of the Vestry for just cause as defined in the Bylaws.

5.8 A two-thirds vote of the Vestry membership is required for calling a Rector, mortgaging or selling any of the Parish's immovable property, or invading principal of any Parish endowment fund.

ARTICLE VI

RECTOR AND OTHER CLERGY

6.1 The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Corporation are vested in the Rector subject to the Constitution and Canons and the Diocesan Constitution and Canons.

6.2 Whenever the Church shall be without a Rector, the Vestrymen shall have the power to call and induct a Rector by a vote of two-thirds (2/3) of the elected membership of that body. The Rector so inducted shall be subject to the ecclesiastical government and decisions of the Bishops in Convention of the Diocese of the Episcopal Church of Louisiana.

6.3 It shall be the duty of the Rector, when inducted, to call meetings of the Vestry, to attend Vestry meetings, and to perform all and singular duties of a Rector of the Episcopal Church.

6.4 The Rector shall select, subject to approval by the Vestry, the members of the Clergy who shall also serve the Church.

ARTICLE VII

STANDING COMMITTEES

7.1 The Vestry shall have three (3) permanent standing committees: the Associate Vestry, the Finance Committee and the St. James Episcopal Day School Board. The Vestry shall retain the authority to determine the criteria for and selection of membership of each permanent standing committee and the scope of each committee's authority and responsibilities.

7.2 The manner in which all other standing and ad hoc committees are created, membership selected and authority and responsibilities granted shall be provided in the Bylaws.

7.3 The Vestry shall approve the governing documents and any revisions thereto of any standing committee.

ARTICLE VIII

BYLAWS

8.1 The Vestry shall make, amend, and repeal Bylaws as may be proper and necessary for conducting and managing the temporal affairs of the Corporation, subject always to the power of the Voting Members of the Corporation to modify the Bylaws. The Vestry powers conferred herein shall be exercised by a majority vote of the Vestry membership present or represented at any regular or special meeting convened after notice of the purpose thereof; provided, however, that no greater proportion of the Voting Members shall be required by Bylaw, article or otherwise to make, amend, or repeal Bylaws than that proportion of Vestry members which is required to make, amend, or repeal Bylaws.

8.2 The Bylaws of the Corporation shall operate merely as regulations among the members, and shall not affect contracts or other dealings with other persons, unless persons have actual knowledge of the Bylaws.

8.3 The Bylaws may include any provision for the regulation and management of the affairs of the Corporation, its rights or powers, the rights, powers or duties of its members, clergy, employees, officers and Vestry, not inconsistent with law, these articles, or the Diocesan Constitution and Canons and/or the Constitution and Canons.

ARTICLE IX
AMENDMENTS

9.1 An amendment to these articles of incorporation may be adopted by two-thirds of the Voting Members present at an annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the changes to be made thereby. The notice of such meeting must be transmitted to the Voting Members not less than thirty (30) days prior to the meeting.


9.2 Notwithstanding the foregoing, if at any time a provision or provisions of these articles of incorporation is determined to be inconsistent with the provisions of the Diocesan Constitution and Canons or the Constitution and Canons, it is the obligation of the Vestry to prepare an amendment to these articles to correct the inconsistency and to present said correction to the Voting Members for review at an Annual or Special Meeting. A majority of Voting Members in attendance may vote to adopt an amendment necessitated solely by the inconsistency cited hereinabove so long as the proposed amendment is limited to changes required to eliminate the inconsistency.

THUS DONE AND PASSED in duplicate originals on the above written date, in Baton Rouge, Louisiana in the presence of me, Notary Public, and in the presence of the undersigned witnesses.

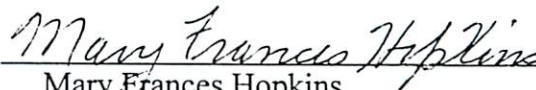
Witnesses

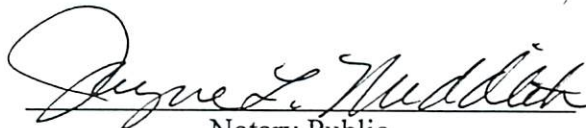
St. James Episcopal Church of Baton Rouge,
Louisiana



By: 
_____ Thomas L. Frazer,
Senior Warden



By: 
_____ Mary Frances Hopkins,
Secretary

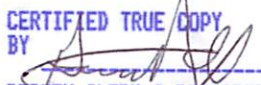

_____ Notary Public

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CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY 
_____ DEPUTY CLERK & RECORDER