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FILED  
02 JUN 17 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. United American Free Will Baptist Conference, Inc.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

APPROVED  
RESTATED  
02 JUN 17 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-06/17/02--01009--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *gc* 6/17

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**UNITED AMERICAN FREE WILL  
BAPTIST CONFERENCE, INC.**

FILED  
02 JUN 17 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopt the following Amended and Restated Articles of Incorporation for such Corporation pursuant to Chapter. 617. of Title 34 of the Statues of the State of Florida.

**ARTICLE I**

**Name**

The name of the Corporation shall be **United American Free Will Baptist Conference, Inc.**

**ARTICLE II**

**Duration**

This corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III**

**Principal Office, Registered Agent and Address**

The address of the Corporation's principal office is **110 West Seventh Street, Lakeland, Florida 33805.**

The registered agent of the Corporation is **Henry J. C. Rodmon** whose address is **207 West Bella Vista Street, Lakeland, Florida 33805.**

**ARTICLE IV**  
**Corporate Seal**

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of the incorporation and words "CORPORATE SEAL" and "FLORIDA."

**ARTICLE V**  
**Purpose**

The purpose for which the corporation is organized is exclusively for religious, educational, charitable and scientific, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

1. To establish a national UNITED AMERICAN FREE WILL BAPTIST CONFERENCE by the direction of God and under the leadership of the Holy Ghost in accordance with all the commandments and provisions as set forth in the Holy Bible;
2. To provide a general organization for FREE WILL BAPTISTS in the United States and its territories for the promotion of church;
3. To be a spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our churches and communities;
4. To experience and increasingly meaningful fellowship with God and fellow believers;
5. To be an organization that administer unselfishly through effective and responsive leadership to all FREE WILL BAPTIST CHURCHES that are in good standing with the UNITED AMERICAN FREE WILL BAPTIST CONFERENCE;
6. To fulfill the calling through Christian Education by which church members grow in knowledge in their faith and love for both God and humanity;

7. To establish ministries that will serve our children, our homeless, our elderly and those in need of food; and
8. To help churches to become totally Christlike in their daily living by emphasizing total commitment of life, personality and possessions to the Lordship of Christ.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

1. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contribution to the Corporation for its objects and purposes, provided however, the gifts shall be subject to acceptance by the Board of Trustees as required by the bylaws;
2. To distribute, in the manner, form and method, and by means determined by the Board of Trustees of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

## **ARTICLE VI**

### **Membership**

The members of this corporation shall be churches who are members of UNITED AMERICAN FREE WILL BAPTIST CHURCH CONFERENCE in GOOD STANDING, friendly and sympathetic with it purposes.

**ARTICLE VII**  
**Limitation**

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in, (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers and members except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

**ARTICLE VIII**  
**Management**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the Board of Trustees is seven (7). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than seven (7). The Trustees shall be elect in manner prescribed by the Bylaws.

The name and address of each Trustee of the Corporation is as follows:

Henry J. C. Rodmon, President  
207 West Bella Vista Street  
Lakeland, Florida 33805

Abe Randall, Second Vice President  
611 N. W. 183<sup>rd</sup> Terrace  
Miami, Florida 33169

L. H. Burns, First Vice President  
1029 California Boulevard  
Sumter, South Carolina 29153

Regina S. Rodmon, Recording Secretary  
2105 Edwin Street, N. E.  
Winter Haven, Florida 33881

Kenneth R. Brown, Treasurer  
1226 Wright Drive  
Lakeland, Florida 33805

Joenathan Butler, Chairperson  
2321 N. W. 54<sup>th</sup> Place  
Gainesville, Florida 32653

Henry Harvey  
4507 Davis Street, N.  
Jacksonville, Florida 32206

Richard Ford  
212 West Clark Street  
Quincy, Florida 32351

#### **ARTICLE IX** **Original Incorporates**

The names and addresses of the original incorporates and subscribers of these Articles were:

O. L. Williams  
1052 North Missouri Avenue  
Lakeland, Florida 33805

E. T. Brown  
305 Avenue X, N. E.  
Winter Haven, Florida 33881

L. R. Williams  
313 West Second Street  
Lakeland, Florida 33805

#### **ARTICLE X** **Indemnification**

Every Trustee and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a trustee may be a party or may become involved by reason of being or having been a trustee or officer at the time such

expense incurred, except when the trustee or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Trustees approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such trustee or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, trustee and agent of the Corporation in amounts determined from time to time by the Board.

## **ARTICLE XI**

### **Dissolution**

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

1. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
  - (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
  - (b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
  - (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509(a)(1), (2), or (3), and (ii) to which deductible contributions can be made under Section 170(c)(2), 2522(a)(2), as the Board of Trustees..

**ARTICLE XII**  
**Contracts and Agreements**

The corporation shall have power from time to time to make such contracts and do such things as shall be authorized by the members of this corporation and the laws of the State of Florida. All legal contracts of the corporation shall be signed by the President and attested by the Secretary.

**ARTICLE XIII**  
**Territory**

The Territory in which the operations of the the corporation is principally to be conducted in Lakeland, Polk County, Florida with affiliates throughout the United States.

**ARTICLE XIV**  
**Fiscal Year**

The fiscal year of the Corporation shall begin July 1 and end on June 30 of each calendar year.

**ARTICLE XV**  
**Amendments**

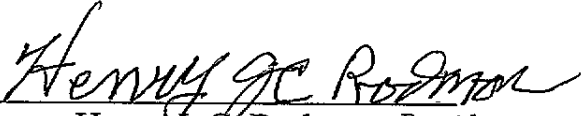
These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the members of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation and filed with the Secretary of State of the State of Florida, approved by him, and all filing fees have been paid.

**ARTICLE XVI**  
**Rules of Order**

The Discipline of the UNITED AMERICAN FREE WILL BAPTIST CONFERENCE, INC. shall govern all meetings of the conference and local affiliated churches.



IN WITNESS WHEREOF, we, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 14 day of June, A.D. 2002. These amended and restated articles were adopted by the directors on June 14, 2002 and do not contain any amendments requiring member approval.

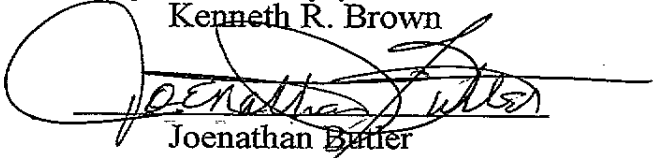
  
Henry J. C. Rodman President

  
L. H. Burns

  
Abe Randall

  
Regina S. Rodman

  
Kenneth R. Brown

  
Joenathan Butler

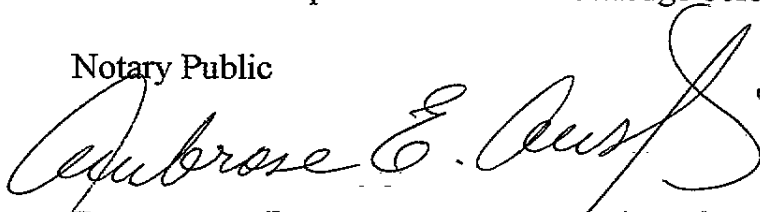
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

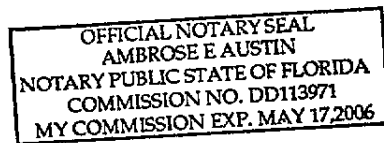
Henry J. C. Rodman  
Abe Randall  
Kenneth R. Brown

L. H. Burns  
Regina S. Rodman  
Joenathan Butler

to me well known to be the persons described in the forgoing Amended and Restated Articles of Incorporation and acknowledge before me that they subscribe to same.

Notary Public

  
June 14, 2002 (8)



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: United American Free Will Baptist

Conference, Inc.

2. The name and address of the registered agent and office is:

Henry J.C. Rodmon

(Name)

207 West Bella Vista Street

(P.O. Box not acceptable)

Lakeland, Florida 33805

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Henry J.C. Rodmon  
(Signature)

June 14, 2002  
(Date)