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**FLORIDA NON-PROFIT CORPORATION**

**Ponte Vedra United Methodist Church, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
PONTE VEDRA UNITED METHODIST CHURCH, INC.**

The undersigned, acting as incorporators of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **Ponte Vedra United Methodist Church, Inc.**  
The initial principal address of the corporation is 35 Executive Way, Suite 130, Ponte Vedra Beach, Florida 32082.

**ARTICLE II**

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing and acceptance of these articles in the office of the Secretary of State of Florida.

**ARTICLE III**

The purposes for which the corporation is organized are religious, educational, charitable and other similar purposes, for expression of the Christian faith and of the doctrine and subject to the doctrine of the United Methodist Church. The pursuing of such purpose and powers of this corporation shall be in support of the United Methodist Church.

**ARTICLE IV**

The qualifications for members of this corporation and the manner of their admission, termination, and standing, shall be as provided in the bylaws. The initial members shall be the members of Ponte Vedra United Methodist Church, 35 Executive

Way, Ponte Vedra Beach, Florida 32082, at the time of commencement of corporate existence. The members shall not be personally liable for the debts, expenses, or other obligations of the corporation, however created.

#### ARTICLE V

The government of the corporation and the management of its affairs shall be vested in a Board of Trustees. To the extent not provided for in these Articles of Incorporation, the qualification, duties, term of office, and manner of election of Trustees shall be fixed, determined, and subject to the bylaws of the corporation. The number of the Trustees constituting the initial Board of Trustees of the corporation is three (3). The number of Trustees shall not be less than three (3) nor more than nine (9). The officers of the corporation shall be elected from among the members of the Board of Trustees in the manner as shall be set fourth in the bylaws. The members of the Board of Trustees shall be divided into three classes. Each class shall, as nearly as possible, consist of an equal number of members. The members of the Board of Trustees shall be elected to serve for a term of three years or until their successors have been duly elected and qualified, except the initial Trustees shall serve until the date set fourth below. The names, addresses and classes of the persons who are to serve as the initial Trustees of this corporation are:

<u>Name</u>	<u>Class</u>	<u>Term Expires</u>
John McEvoy 440 Clearwater Drive Ponte Vedra Beach, FL 32082	I	December 31, 2006
Charles J. Sanders 105 Plantation Circle South Ponte Vedra Beach, FL 32082	II	December 31, 2005
John H. Morris 140 S. Serenata Drive, #122 Ponte Vedra Beach, FL 32082	III	December 31, 2004

As any new Trustee is appointed, the new Trustee shall be assigned to Class I, II, or III. All members of each Class shall serve for the same three-year term, and the terms of each Class shall be staggered consistent with the terms of the initial Trustees and their classes as provided above.

#### ARTICLE VI

This corporation is organized under a non-stock basis, and no shares of capital stock shall be issued.

#### ARTICLE VII

In the event of dissolution of this corporation, after paying or adequately providing for the debts and obligation of the corporation, the residual assets of the corporation will be distributed to the United Methodist Church and vested in the Annual Conference Board of the trustees to be held in trust for the local church; and if not, then to one or more nonprofit funds, foundations or corporations of the United Methodist Church, which are organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which have established their tax-exempt status

under Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal Revenue laws.

#### ARTICLE VIII

The name and address of each incorporator is:

John McEvoy  
440 Clearwater Drive  
Ponte Vedra Beach, FL 32082

Charles J. Sanders  
105 Plantation Circle South  
Ponte Vedra Beach, FL 32082

John H. Morris  
140 S. Serenata Drive, #122  
Ponte Vedra Beach, FL 32082

#### ARTICLE IX

These Articles of Incorporation may be amended at any annual meeting or special meeting by a two-thirds vote of the members who are present; provided (1) that a full reading of the proposed changes is made (or a printed distribution of the same shall have been made in connection with the call of the meeting) and (2) that such amendment to these Articles shall have also first been approved for submission to the members by the Board of Trustees at any regular or special meeting of the Board of Trustees and the notices thereof shall state the purpose of the meeting and the proposed changes, or such notice shall have been duly waived by the Trustees.

#### ARTICLE X

Initial bylaws of this corporation shall be adopted by the Board of Trustees and shall be thereafter effective. Amendments to the bylaws shall be made in the manner provided in such bylaws.

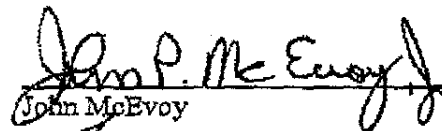
**ARTICLE XI**


This corporation shall be a corporation not for profit. No part of its assets or earnings shall incur to or be distributed for the benefit of any private shareholder or individual; provided however, that the preceding provision shall not prevent the corporation from paying reasonable and ordinary and necessary expenses of employees, ministers, officers and agents.

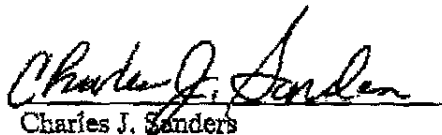
**ARTICLE XII**

The street address of the initial registered office of the corporation is 35 Executive Way, Suite 130, Ponte Vedra Beach, Florida 32082. The name of the initial registered agent at such address is Denese Fields.

**IN WITNESS WHEREOF**, the undersigned being the incorporators of this corporation have executed these Articles of Incorporation for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
John P. McEvoy

  
John H. Morris

  
Charles J. Sanders

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

Pursuant to Chapter 617, Florida Statutes, the following is submitted, in compliance with said act:

Ponte Vedra United Methodist Church, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificates of Incorporation, in the County of Duval, State of Florida, has named Denese Fields, located at 35 Executive Way, Suite 103, Ponte Vedra Beach, Florida 32082 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Denese Fields  
Denese Fields