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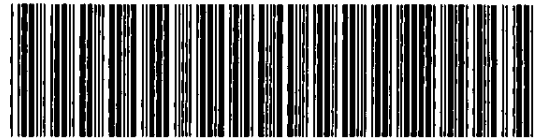
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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St. Paul United Methodist

2690 West Buars Street

Pensacola, Florida 32504

850-433-3366

Robert Bailey, Pastor

July 30, 2012

Department of State of Florida
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of The Saint Paul United
Methodist Pensacola, Inc.

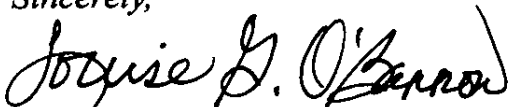
Gentleman:

Enclosed are two (2) copies of the Articles of Incorporation of The Saint Paul United Methodist Pensacola, Inc., comprised of eleven (11) pages each, please return a certified copy to the following address: Louise G. O'Bannon, 2157 Schwab Court, Pensacola, Florida 32504.

Also enclosed is a check in the amount of \$78.75 for the cost of filing the Articles of Incorporation of The Saint Paul United Methodist Pensacola, Inc. and a certified copy of the Article of Incorporation.

Thanking you in advance for your help in this matter.

Sincerely,



Louise G. O'Bannon,

Chairperson of Administrative Council



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2012

LOUISE G. O'BANNON
2157 SCHWAB COURT
PENSACOLA, FL 32504

SUBJECT: THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA,
INC.
Ref. Number: W12000040603

We have received your document for THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 212A00020199

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

A Not-For-Profit Corporation

The undersigned hereby execute and acknowledge these Articles of Incorporation, in compliance with Chapter 617 Florida Statutes, for the purpose of forming a not-for-profit corporation, with no stock issued or to be issued, in accordance with the law of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the corporation shall be THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC., a not-for-profit corporation, with its principal place of business located at 2690 W. Baars Street, Pensacola, Florida 32505.

ARTICLE II. PURPOSE

The corporation (hereinafter sometimes referred to as "The Church," is to serve as a local congregation of The United Methodist Church. Generally stated, the purpose of The Church shall be to promote the Christian faith, to educate people locally and globally in the Christian faith, to conduct Christian worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of the church across the world. As a part of the connectional body of United Methodists, The Church shall support the doctrine of The United Methodist Church as set forth in *The Book of Discipline of the United Methodist Church*, as amended and updated; and the corporation, and all its property, both real and personal shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline of the United Methodist Church*.

ARTICLE III. POWERS

Unless restricted or otherwise directed by *The Book of Discipline of the United Methodist Church*, this corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the following powers:

- (a) To have perpetual succession by its corporate name;

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ARTICLES OF INCORPORATION OF
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(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated; provided however, all real property shall be acquired and held subject to the applicable trust clauses and other provisions and requirements as contained in *The Book of Discipline of the United Methodist Church*;

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; provided however, no action shall be taken which shall threaten the charitable tax status of The Church;

(f) To invest and reinvest its funds in a manner which advances the purposes of The Church, and take and hold real and personal property as security for the payment of funds so loaned or invested; provided however, no action shall be taken which shall threaten the charitable tax status of The Church;

(g) To establish foundations and trusts for the benefit of advancing the interests and purposes of The Church; provided however, no action shall be taken which shall threaten the charitable tax status of the Church;

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(i) To organize and to elect persons to assume and discharge the responsibilities and to conduct the affairs of the corporation, all in a manner not inconsistent with *The Book of Discipline of the United Methodist Church*;

(j) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(k) To hire, to pay salaries and establish benefit plans for employees; provided however, the corporation shall have the power to condition initial and continued employment on a requirement that employees profess and advance the cause of the

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

Christian faith;

- (l) To accept gifts and benevolences and to otherwise raise funds;
- (m) To provide training in the Christian faith, including but not limited to, the operation of preschools, kindergartens, schools, and centers for child care;
- (n) To sponsor and operate programs which provide social services to, the community;
- (o) To take such action as may be necessary to secure from the Internal Revenue Service (IRS) of the United States, and from any other governmental authority, and to maintain its status as a qualified charitable tax exempt organization;
- (p) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, and not inconsistent with *The Book of Discipline of the United Methodist Church* for the administration and regulation of the affairs of the corporation;
- (q) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE IV. MEMBERSHIP

The members of the corporation shall consist of those persons holding membership in The Saint Paul United Methodist Church Pensacola, Inc., located in Pensacola, Florida, as reflected on its official membership records.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Because the corporation is subject to the laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline of the United Methodist Church*, dissolution may be initiated by the official action of the Alabama-West Florida Annual Conference of The United Methodist Church.

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of this corporation is:

Ms. Carol Stoot
3312 Marcus Drive
Pensacola, Florida 32503
(850) 497-2524

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be the following who serve as Trustees of the corporation:

Ms. Louise G. O'Bannon
2157 Schwab Court
Pensacola, FL 32504
(850) 505-9868

Mr. Glen E. Colbert
7357 Chimney Pines Drive
Pensacola, FL 32526
(850) 941-4473

Ms. Carol Stoot
3312 Marcus Drive
Pensacola, FL 32503
(850) 497-2524

Mrs. Joyce Bell
615 North "I" Street
Pensacola, FL 32501
(850) 748-8044

Ms. Carla Jones
290 Tree Swallow Drive
Pensacola, FL 32503
(850) 505-9788

Dr. Samuel Bolden
3431 Oakmont Drive
Pensacola, FL 32503
(850) 433-8372

Mr. Darryl Johnson
6301 Irongate Court
Pensacola, FL 32504
(850) 474-1540

Mr. Dwight Taite
5116 Pine Hollow Drive
Pensacola, FL 32505
(850) 332-0217

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

Mr. James Harris
113 Savannah Street
Pensacola, FL 32503
(850) 478-1959

ARTICLE VIII. OFFICERS

The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, of the Corporation Board of Trustees. All officers and directors shall be the officers and directors of The Church as elected annually by the charge conference. All officers of corporation are subject to and subservient to the action of the charge conference as stated in *The Book of Discipline of The United Methodist Church*.

The name and addresses of the initial officers of the corporation who shall serve until their successors in office are duly elected and qualified, are:

President	Ms. Louise G. O'Bannon 2157 Schwab Court Pensacola, FL 32504	(850) 505-9868
Vice-President	Ms. Carol Stoot 3312 Marcus Drive Pensacola, FL 32503	(850) 497-2524
Secretary	Ms. Carla Jones 290 Tree Swallow Drive Pensacola, FL 32503	(850) 505-9788
Treasurer	Mr. Dwight Taite 5116 Pine Hollow Drive Pensacola, FL 32505	(850) 332-0217

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

Following the incorporation, successors to The Corporation Board of Trustees and its officers shall be elected in accordance with *The Book of Discipline of the United Methodist Church* at Charge Conference.

ARTICLE IX. BY-LAWS

The By-Laws of the corporation shall be adopted by the Charge Conference of The Saint Paul United Methodist Church Pensacola, Inc., and may be amended and changed from time to time by the Charge Conference.

The By-Laws of the corporation shall incorporate *The Book of Discipline of the United Methodist Church* as from time to time enacted, adopted, amended, authorized and declared by the General Conference of The United Methodist Church; and no By-Laws shall be adopted inconsistent with the provisions of *The Book of Discipline*.

ARTICLE X. REGISTERED AGENT

The initial registered agent for the corporation is: Darryl Johnson, 6301 Irongate Court, Pensacola, Florida 32504. As witnessed by the signature below, the initial registered agent acknowledges his position and has agreed to serve until such time as written notice is given of his resignation at which time the corporation shall designate a new registered agent.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended by action of the duly elected Charge Conference of The Saint Paul United Methodist Church Pensacola, Inc., and in accordance with Florida law.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall receive any dividend or share in the income from the undertaking of this not-for-profit corporation; and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

dissolution shall be distributed in a manner not inconsistent with *The Book of Discipline of the United Methodist Church*, such that the distribution shall be in a manner which qualifies for exemption under Section 501(c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose; and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XIII. INDEMNIFICATION

In consideration of service to it, the corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a member of the Board of Trustees (a "Board Member") or an officer of the corporation, or serves or served any other corporation, entity or organization in any capacity at the request of the Board of Trustees while a Board Member or officer of the corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgements, fines or amounts paid in settlement upon approval of the Board of Trustees, including reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such person's service or tenure as a Board Member or officer of the corporation.

Such duty to defend, hold harmless and indemnify shall be enforced to the fullest extent permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violations by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrong doing. Nevertheless, the corporation shall defend the defendant or accused against any claim, demand, suit or prosecution for intentional wrong doing or such equivalent, including appeal. The defendant or accused, however, shall be required to repay the cost of defending a suit or prosecution for his intentional wrong doing or such equivalent if held liable by judgement or convicted, after exhaustion or waiver of appeal. No person shall be entitled to indemnification with respect to action of claims by the corporation or by The United Methodist Church or any of its affiliated conference, agencies or organizations.

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TALLAHASSEE, FLORIDA

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Every indemnitee referred to herein shall give written notice to the Board of Trustees of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board of Trustees in writing, by registered mail, addressed to President of the corporation at the corporate address. The indemnitee agrees to fully cooperate with the corporation in its discharge of its obligations hereunder and to furnish to the corporation all information requested in discharging the corporation's obligations herein stated. In case a claim should be brought or an action filed with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that the corporation may employ attorneys of its own selection to appear and defend the claim or action on behalf of the indemnitee at the expense of the corporation as herein required; and the corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof.

IN WITNESS WHEREOF, the Incorporator and the Initial Board of Directors/Trustees, by their signatures below, do hereby adopt and authorize the filing of these Articles of Incorporation, this 29th day of July, 2012, for the purpose of establishing this not-for-profit corporation, under the laws of the State of Florida, and they affirm that the facts stated herein are true.

President/Trustee/Incorporator Louise G. O'Bannon
LOUISE G. O'BANNON

Vice-President/Trustee Carol Stoot
CAROL STOOT

Secretary/Trustee Carla Jones
CARLA JONES

Treasurer/Trustee Dwight Taite
DWIGHT TAITE

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Trustee Samuel A Bolden
DR. SAMUEL BOLDEN

Trustee James W Harris Jr
JAMES HARRIS

Trustee Jessica Harris Kyle
JESSICA KYLE

Trustee Carrie Williams
CARRIE WILLIAM

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME the undersigned Notary Public in and for the State of Florida at Large, this 29th day of July, 2012, personally came appeared the above Officers/Trustees, who each acknowledged before me that they executed and subscribed these Articles of Incorporation, and that they are personally known to me or produced a Florida Driver's licenses.

Gussie F Young
Signature of Notary Public

GUSSIE F. YOUNG
Notary Public-State of Florida
My Commission No. **EE-14205**
Print, Type or Stamp Commissioned Name of Notary Public
My Commission Expires **Oct. 22, 2014**

ARTICLES OF INCORPORATION OF
THE SAINT PAUL UNITED METHODIST CHURCH PENSACOLA, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, Darryl Johnson, have agreed to act as the Registered Agent for The Saint Paul United Methodist Church Pensacola, Inc.; and realize that I am being designated as such in the records of the said corporation as well as with the Office of the Florida Department of State. The registered office for myself as Registered Agent shall be as follows:

The Saint Paul United Methodist Church Pensacola, Inc.
6301 Irongate Court
Pensacola, FL 32504

I am familiar with and accept the appointment as Registered Agent for The Saint Paul United Methodist Church Pensacola, Inc., and agree to act in this capacity until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 29th day of July, 2012


DARRYL JOHNSON
REGISTERED AGENT

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OFFICE OF THE STATE
CLERK & REGISTRAR
TALLAHASSEE, FLORIDA

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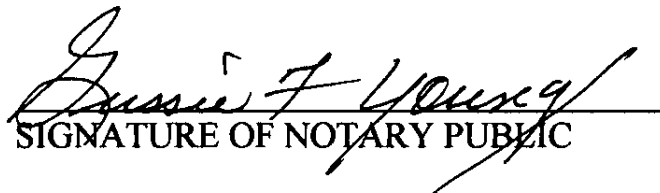
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NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Darryl Johnson, personally known to me to be the person who is nominated to act as the Resident Agent and who acknowledged before me that he agreed to undertake said appointment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at ESCAMBIA COUNTY, STATE OF FLORIDA, this 29th day of July, 2012.


SIGNATURE OF NOTARY PUBLIC

GUSSIE F. YOUNG
Notary Public-State of Florida
My Commission No. EE 14205
My Commission Expires Oct. 22, 2014

Print, Type or Stamp Commissioned Name of Notary Public