

**LAWRENCE & MITCH, P.A.**

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May 22, 1995

**N95000002573** <sup>294.3160</sup>

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800001499458  
-05/25/95--01082--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: FIRST UNITED METHODIST CHURCH OF MAYO, INC.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation, together with check #8366 from First United Methodist Church, in the amount of \$70.00. I have also enclosed a Certificate of Acceptance of Designation of Registered Agent Status.

This represents the cost of the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation.

Sincerely,

LAWRENCE & MITCH, P.A.

*Samuel A. Mitch*  
SAMUEL A. MITCH

19 MAY 25 1995  
TALLAHASSEE, FL  
12:50 PM

sb

Enclosures

cc: state.hr

NANCY HENDRICKS JUN - 1 1995

FILED  
95 MAY 20 11 34 AM '95  
CLERK OF COURT  
MAYO, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST UNITED METHODIST CHURCH OF MAYO, INC.**

**ARTICLE I - NAME**

The name of the Corporation is **FIRST UNITED METHODIST CHURCH OF MAYO, INC.**, P.O. Box 433, Mayo, FL 32066

**ARTICLE II - STATEMENT OF CORPORATE NATURE**

This is a non-profit Corporation organized solely for the general charitable purposes pursuant to the Florida Corporation Not-for-Profit law set forth in Part I, Chapter 617, *Florida Statutes*.

**ARTICLE III - GENERAL AND SPECIFIC PURPOSES**

A. The specific and primary purposes for which this Corporation is formed to operate a church for the worship of Jesus Christ, to provide religious educational activities for members and friends, to evangelize in the name of Jesus Christ and for other charitable and Christian purposes.

B. The general purposes for which this Corporation is formed are to operate exclusively for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the *Internal Revenue Code* of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

**ARTICLE IV. - TERM**

This Corporation shall have a perpetual existence.

#### ARTICLE V. - MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the FIRST UNITED METHODIST CHURCH OF MAYO, INC.

#### ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three provided, however, that such number may be changed by a bylaw duly adopted by the Board.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve a term of three years until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held contemporaneously with the meeting of the Board of Trustees of the Mayo United Methodist Church during January of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or

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First United Methodist Church of Mayo, Inc.  
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collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent will have the force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that Articles of Incorporation and Bylaws of this Corporation authorize the Trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: president, vice president, treasurer, and secretary and such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

|                |   |                  |
|----------------|---|------------------|
| President      | - | Milton E. Ceraso |
| Vice President | - | Cleo Hart, Jr.   |
| Treasurer      | - | Vernon Schrt     |
| Secretary      | - | Myrtis Rice      |

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of initial Registered Office is *Lawrence & Mutch, P.A.*, 708 NW 8th Ave.,  
Gainesville, Florida 32601-5073, and the name of the initial registered agent is: Samuel A. Mutch.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The names and address of the nine people constituting the initial Board of Directors are:

Milton E. Ceraso, Chairman  
Mayo, Florida 32066

Cleo Hurt  
Mayo, Florida 32066

James E. Barrington  
Mayo, Florida 32066

Myrtis D. Rice  
Mayo, Florida 32066

B. Z. Cashman  
Mayo, Florida 32066

W. C. Hart  
Mayo, Florida 32066

Christopher Vann  
Mayo, Florida 32066

Richard Brown  
Mayo, Florida 32066

Tim Pierce  
Mayo, Florida 32066

Vernon Sehrt  
Mayo, Florida 32066

#### ARTICLE IX - INCORPORATORS

The name and address of the Incorporator is:

Vernon Schrt  
Rt. 2, Box 86  
Mayo, Florida 32066

#### ARTICLE X - DEDICATION OF ASSETS

In the event of the dissolution, the residual assets of the organization will be turned over by the Board of Directors to The Florida Conference of the United Methodist Church.

#### ARTICLE XI - AMENDMENTS OF ARTICLES

The Articles of the Incorporation may be amended by a vote of two-thirds (2/3) of all Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

#### ARTICLE XII - BYLAWS


Subject to limitations contained in the Bylaws, and any limitations set forth in the *Corporations Not-for-Profit* law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution approved by a two-thirds (2/3) vote of all the Directors present of any meeting of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

#### ARTICLE XIII - INDEMNIFICATIONS

The Corporation shall indemnify and hold harmless the Officers and Directors of this Corporation from and against any and all cause and causes of action, liabilities, losses and damages of any kind or nature, including any reasonable attorney's fees and expenses incurred in connection with the execution of their duties or the exercise of their discretion taken on behalf of the Corporation, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such persons. Nevertheless, the Corporation shall be given reasonable notice by such persons of any such action and be given reasonable opportunity to assume the defense against the same and to indemnify and hold harmless said persons therefrom.

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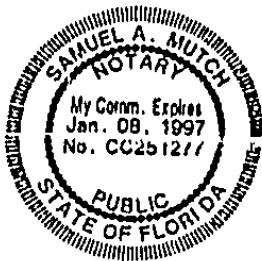
I, the undersigned, being the incorporator of the Corporation, for the purpose of forming this nonprofit, charitable corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 22<sup>nd</sup> day of May, 1995.

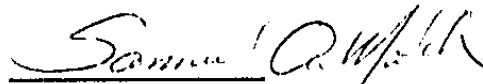
  
Vernon R. Sehart

STATE OF FLORIDA  
COUNTY OF LAFAYETTE

BEFORE me, the undersigned authority, personally appeared Vernon R. Sehart, who, being by me first duly cautioned and sworn, depose and say that he is the individual who executed the foregoing instrument and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of May, 1995.



  
NOTARY PUBLIC, State of Florida



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF FIRST UNITED METHODIST CHURCH OF MAYO, INC.,**

Pursuant to §§ 48.091 and 617.0501, *Florida Statutes*, the undersigned, having been designated as the Initial Registered Agent for the service of process within the State of Florida upon **FIRST UNITED METHODIST CHURCH OF MAYO, INC.,** a Corporation Not-for-Profit, organized under the laws of the State of Florida, does hereby accept the appointment of Registered Agent for the above-named Corporation and does hereby agree to comply with the provisions of § 48.091(2) *Florida Statutes* relative to keeping open the Registered Office of said Corporation, which Registered Office is located at the Office of *Lawrence & Mutch, P.A.*, 708 NW 8th Ave., Gainesville, Florida 32601-5073.

IN WITNESS WHEREOF, I, the said Registered Agent have hereunto set my hand and seal at Mayo, Lafayette County, Florida, on this 22<sup>nd</sup> day of May, 1995.

  
SAMUEL A. MUTCH

REC'D  
MAY 25 1995  
MAY 24 1995