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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLOR

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.**

WHEREAS, in August, 1964 nine subscribers executed the original charter and Articles of Incorporation for The First Methodist Church of Niceville, Florida, Inc. ("Corporation" or "Church") to create this corporation; and

WHEREAS, in March, 1993, pursuant to the approval of the Board of Trustees ("Board") acting as the Corporation's Board of Directors, Articles of Amendment were filed to change the name of the corporation to The First United Methodist Church of Niceville, Florida, Inc.; and

WHEREAS, in October, 2007, pursuant to the approval of the Board, the Articles were amended to authorize the Treasurer as one of three officers able to execute certain official documents on behalf of the Corporations; and

WHEREAS, in September, 2011, pursuant to the approval of the respective Church Conferences and the Boards of Trustees of the two corporations, the Corporation and St. Mark United Methodist Church-Crestview, Inc. filed Articles of Merger to merge the two corporations with the Corporation to become the Surviving Corporation and these Articles to serve as the Articles of Incorporation of the Surviving Corporation; and

WHEREAS, in June 8, 2014, pursuant to the approval of the Board and the Administrative Board, the Articles were amended to change the name of the Corporation to Crosspoint United Methodist Church as a part of the Church's development of a unified identity for all members associated with multiple Church sites across multiple cities; and

WHEREAS, the Board has determined that the Articles should be updated from the original subscription and incorporation document to ensure compliance with the current

requirements of the Book of Discipline of the United Methodist Church (2012) ("The Discipline") and Chapter 617, Florida Statutes.

THEREFORE, the Board has approved the execution and filing of these Amended and Restated Articles of Incorporation to facilitate the updating of the Articles to address both institutional changes and changes required by The Discipline and applicable local and federal law.

#### **ARTICLE I. NAME**

The name of this corporation is Crosspoint United Methodist Church, Inc. ("Corporation" and "Church"), and its principal place of business shall be located at 214 Partin Drive S, in the City of Niceville, County of Okaloosa, State of Florida.

#### **ARTICLE II. PURPOSE**

The purpose and mission of the Church is to build a community where people can come as they are, meet Christ, grow in their faith and find a place to serve. The members of the Church shall serve as a local congregation of the worldwide United Methodist Church. The service of the Church will always be directed to the advancement of the kingdom of God and the care and discipleship of the Body of Christ through the promotion of the Christian life, the education and training of people locally and globally in the works and mission of the Christian faith, the conduct of Christian worship and the administration of the sacraments. The Church's sacred duty of caring for and meeting the needs of people within and outside the congregation shall be conducted with the unconditional love of the Savior and the power and guidance of the Holy Spirit.

As a part of the connectional body of United Methodists around the world, the Church shall support the doctrine of the United Methodist Church as set forth in The Discipline. The

Church, 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 Discipline in co-operation with the Pensacola District of the Alabama-West Florida Conference of the United Methodist Church.

### **ARTICLE III. POWERS**

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

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

(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 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 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 Discipline 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. QUALIFICATIONS FOR AND ADMISSION TO MEMBERSHIP**

(1). The qualifications of members of this corporation shall be that any natural person who has requested membership in accordance with The Discipline and who makes a profession of their faith in Jesus Christ as their Lord and Savior or by transfer from some other church or by restoration.

(2). The manner of admission to membership in said corporation of persons qualified as herein above provided shall be upon a profession of the faith or by transfer from some other church or by restoration, each in accordance with The Discipline. Termination of membership shall be in accordance with The Discipline.

#### **ARTICLE V. TERM OF EXISTENCE**

*This corporation shall have perpetual existence.*

#### **ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS**

The officers of this corporation shall consist of a President, who shall be the same individual described as the Chairman of the Board of Trustees in accordance with The Discipline; a Vice-President, who shall be the same individual as the person described as Vice-

Chairman of the Board of Trustees selected in accordance with The Discipline; a Secretary who shall be the same individual described as the Secretary of the Board of Trustees selected in accordance with The Discipline; a Treasurer who shall be the same person described as the Church Treasurer in accordance with The Discipline.

There shall be a Board of Directors consisting of the total number of nine (9) who shall be the same individuals described as the Board of Trustees elected by the quarterly conference of the Methodist Church as prescribed by The Discipline, provided that the number of such Board may be increased or decreased as authorized therein. The officers of the Board of Directors of the Church shall be elected annually and shall take office as of the first day of the Church year, the church year being from January 1 through the following December 31, however, should circumstances require, the terms of the corporate officers and Board of Directors shall continue until the respective positions have been filled by duly elected persons. The members of the Board shall be selected for staggered terms as provided for in The Discipline.

A "quorum" for business purposes of the Board of Directors shall consist of a majority of five (5) members of the Board of Directors.

All contracts, deeds, mortgages and other legal instruments as shall be authorized by the Board of Directors shall be executed by the President and/or Vice President and the Secretary of the corporation. In their absence the church treasurer or such person or persons as the Board of Directors shall designate, may act *pro tempore* in his or their stead.

**ARTICLE VII. PRESENT OFFICERS**

The names and addresses of the present officers, and who shall conduct the affairs of the corporation, subject to the direction and control of the Board of Directors, until they are replaced pursuant to the next election of officers are as follows:

PRESIDENT: Brandon Huff

VICE-PRESIDENT: Jamie Avery

SECRETARY: Lynda Netterville

TREASURER: Blane Pearson

**ARTICLE VIII.**

The present Board of Directors consists of nine members, who shall serve, until they are replaced pursuant to the next election and whose names, addresses and terms are as follows:

**NAME****ADDRESS****FOR TERM EXPIRING December 31, 2014**

Ron Tardiff	404 Nathey Ave, Niceville, FL 32578
Larry Van Pelt	1405B Bayshore Drive, Niceville, FL 32578
Kathy Wilhelm	5550 Flatwoods Drive, Crestview, FL 32536
Brandon Huff	433 Evans Road, Niceville, FL 32578

**FOR TERM EXPIRING December 31, 2015**

Bob Webb	106 Choctaw Cv, Valparaiso, FL 32580
Lynda Netterville	4326 Hidden Lakes Drive E, Niceville, FL 32578



**FOR TERM EXPIRING December 31, 2016**

Terry Harpool 2800 Lexington Ct, Crestview, FL 32536

Wayne Walker 906 Avalon Lane, Shalimar, FL 32579

Jamie Avery 4240 Lost Horse Cir, Niceville, FL 32578

**ARTICLE IX. BY-LAWS**

The By-Laws of this Church shall be as set forth in The Discipline, as shall from time to time be required, and which shall not be inconsistent with the laws of the State of Florida.

**ARTICLE X. AMENDMENTS OF ARTICLES**

Amendments of these Articles may be had only in accordance with law, and pursuant to notice to be given as shall be provided in The Discipline.

DONE and executed this 8 day of December, 2014 in Niceville, Florida.

**THE FIRST UNITED METHODIST CHURCH OF  
NICEVILLE, FLORIDA, INC.**

By: 

**Brandon Huff**

Chairman - Board of Trustees

**VERIFICATION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.**

The undersigned, the duly authorized Chairman of the Board of Trustees of The First United Methodist Church of Niceville, Florida, Inc., verifies, on behalf of such nonprofit corporation that the foregoing Amended and Restated Articles of Incorporation were authorized and approved by the duly elected members of the governing board of the nonprofit corporation in the manner prescribed in The Discipline and in accordance with the provisions of the Florida Nonprofit Corporation Act, and there were no other members entitled to vote.

This Verification is signed and certified to under the corporate seal of The First United Methodist Church of Niceville, Florida, Inc., as of December 8, 2014.

**THE FIRST UNITED METHODIST CHURCH  
OF NICEVILLE, FLORIDA, INC.**

(Corporate Seal)

By: 

Brandon Huff

Chairman - Board of Trustees

STATE OF FLORIDA

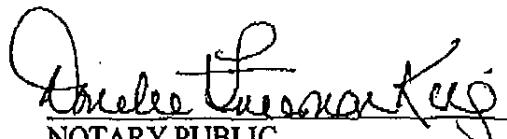
COUNTY OF OKALOOSA

Personally appeared before me, the undersigned authority, Brandon Huff, to me well known to be the subscriber to the foregoing Amended and Restated Articles of Incorporation of The First United Methodist Church of Niceville, Florida, Inc., who, being first duly sworn acknowledged that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Niceville, Florida, this 8 day of December, 2014.

(SEAL)



  
NOTARY PUBLIC  
My Commission expires: Oct. 6, 2017