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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FLORIDA UNITED METHODIST FOUNDATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE FLORIDA UNITED METHODIST FOUNDATION, INC.
(A Corporation Not For Profit)

The Articles of Incorporation of The Florida United Methodist Foundation, Inc. (the "Foundation") are amended and restated as follows:

"ARTICLE I.

Name And Address

The name of this corporation is THE FLORIDA UNITED METHODIST FOUNDATION, INC. The location of the Foundation shall be at 450 Martin Luther King Jr. Avenue in the City of Lakeland, County of Polk, State of Florida, or such other place as the Foundation may select.

ARTICLE II.

Purposes

This Foundation is formed exclusively for charitable and religious purposes and to promote and support the mission of The Florida Annual Conference of The United Methodist Church under the provisions of Chapter 617, *Florida Statutes*, and not for pecuniary profit or financial gain. Subject to any limitations or restrictions, if any, as may be imposed under applicable law, the specific purposes for which the Foundation is organized are as follows:

- a. To act as Trustee, to administer trusts, to receive and administer funds for religious, charitable, and educational purposes, and to that end to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value;
- b. To receive, administer and participate in charitable remainder trusts, unitrusts and other like trusts, to the extent the Foundation is lawfully permitted to do so; to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and to deal with and expend the principal and income of this Foundation for any of the aforementioned objects and purposes, without limitation, except as to such limitations, if any, as may be contained in the instrument under which such property is received or other limitations imposed by law;
- c. To receive deposits from local churches and other organizations and institutions of The Florida Annual Conference of The United Methodist Church, The United Methodist Church or individuals as may be permitted, limited or authorized by applicable law; to pay interest on such deposits; to offer debt securities the proceeds of which fund loans made to churches to individuals, entities, agencies and other organizations the Foundation serves; to lend money to local churches,

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organizations, institutions and agencies related to The Florida Annual Conference of The United Methodist Church or The United Methodist Church, or to churches, agencies, districts, schools, organizations and charities whose mission complements and supports a Wesleyan focus on abundant grace and shared commitment to making disciples of Jesus Christ for the transformation of the world;

- d. To receive any property, real, personal or mixed in trust, under the terms of any will, trust or other instrument for the foregoing purposes or any of them, and in administering same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporations or corporation, domestic or foreign, only for the foregoing powers, or any of them;
- e. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, money and real and personal property of every kind, nature and description, without limitation as to amount or value, including securities (which term, for all purposes hereof, includes without limiting the generality thereof, shares of stock, bonds debentures, notes, mortgages or other obligations, and any certificates, receipt or other instruments, representing any rights or interest therein or with respect thereto), created or issued by any person, firm, association, corporation or government or subdivision thereof; to exercise as owner or holder of any such property any and all rights, powers and privileges in respect thereof, to hold, administer, sell, convey, dispose of, invest and reinvest such property and the income and proceeds thereof; to use, apply or disburse any of its property or the income or the proceeds thereof, exclusively for or toward any one or more of its purposes as enumerated in this Article II;
- f. To solicit the donation or investment of funds from boards, agencies, and institutions affiliated with The Florida Annual Conference or The United Methodist Church and from donors, individuals, families and supporters of The United Methodist Church; to receive, hold, invest, reinvest, and administer such funds and other property which may be given, transferred, conveyed or entrusted to it in an investment fund or mortgage pool; to issue receipts to such donors and holders of participation certificates, notes or debentures for their gifts, or as the case may be, investment in debt securities, an investment fund or mortgage pool; to invest such funds in mortgage loans to United Methodist Churches, and to the extent determined by the Board of Directors, to invest in stocks, bonds, or other securities, without being limited to so-called legal investments for fiduciaries; to collect the interest or income therefore; to pay to investors such interest upon their investments as may be determined by the certificates of participation, notes or debentures or contracts with the Foundation; to purchase, sell, exchange or otherwise dispose of, pledge, mortgage, or hypothecate, all kinds of securities,

and to exercise any and all of said powers, either on its own account, or as agent or trustee for other persons, firms, corporations, or other organizations;

- g. To provide, for a reasonable fee, consulting, financial, stewardship and administrative services for local churches, organizations and institutions of The Florida Annual Conference of The United Methodist Church, The United Methodist Church, or other religious entities organized as a 501(c)(3) not for profit organizations whose mission complements and supports a Wesleyan focus on abundant grace and shared commitment to making disciples of Jesus Christ for the transformation of the world; and
- h. To exercise any, all and every power under which a non-profit corporation organized under the provisions of the Florida Not-For-Profit Corporation Act, as from time to time may be amended, for religious, charitable or educational purposes, can be authorized to exercise.

No part of the activities of this Foundation shall be the carrying-on of propaganda or otherwise attempt to influence legislation, or the participation in any political campaign on behalf of any candidate for public office.

ARTICLE III.

Qualification Of Members

The membership of this Foundation shall be the Lay and Clerical Members of the Annual Conference of The Florida Annual Conference of The Methodist Church as constituted by the Discipline of The Methodist Church.

ARTICLE IV.

Term

This Foundation shall have perpetual existence.

ARTICLE V.

Board Of Directors

The powers of this Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of fifteen directors and a maximum of 25 directors at all times. Each director shall hold office for the term for which elected and until a successor is elected and qualified.

- a. Unless otherwise provided in the Bylaws, the members of the Board of Directors shall be divided into three classes of five members each (or one-third of the total number of members in each class) with the members of each class holding office for a term of three years, with one class of members having their term of office

expire each year. At each annual election, directors shall be elected by the members for that respective class of directors a term of three years, to succeed the directors whose term then expires.

- b. The Bishop of the Conference, the Annual Conference Treasurer and the Director of Connectional Ministries, or their representatives, shall serve as ex-officio members of the Board of Directors, but without voting privileges.
- c. A majority of the Board of Directors shall be members of The United Methodist Church, except for staff members who are officers of the Foundation, citizens of the United States, and residents of the State of Florida.
- d. No full member of the Board shall serve more than nine (9) consecutive years.

ARTICLE VI.

Bylaws

- a. The Board of Directors of this Foundation may provide such Bylaws for the conduct of the business of the Foundation and the carrying out of its purposes as may be deemed necessary.
- b. Upon proper notice as specified in the Bylaws, the Bylaws may be amended, altered, or rescinded by a majority vote of Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE VII.

Amendments

Upon proper notice furnished at least thirty (30) days prior to the date of the regular or special meeting by regular mail, electronic mail, facsimile or as otherwise permitted by the Bylaws, these Articles of Incorporation may be amended at any regular or special meeting of the membership called for that purpose, by a majority vote by those present, unless a larger percentage shall be required by law.

ARTICLE VIII.

Periodic Distribution Of Assets

All activities of the Foundation shall be carried on and all funds of the Foundation, whether income or principal and whether acquired by gift, contribution, as trustee, custodian, or by devise, purchase or lease, shall be used and applied exclusively for the religious, charitable or other purposes set forth in Article II, and so that no part of the net earnings of the Foundation will in any event inure to the personal benefit of any member of the Foundation or to any organization or individual; provided, however, that reasonable compensation may be paid to

individuals or to any organization that renders services for the benefit of the Foundation in furtherance of one or more of its purposes stated above.

Notwithstanding any limitation upon distributions of designated or undesignated funds, if any will, trust or other instrument designating the recipient of principal and income names this Foundation as trustee for the benefit of any subsidiary organization to or agency of The Florida Annual Conference of The Methodist Church or to a religious, charitable, scientific or educational organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, but not a subsidiary organization to or agency of The Florida Annual Conference of The Methodist Church, then this Foundation may accept the appointment as trustee or act in some other fiduciary capacity.

ARTICLE IX.

Distribution Of Assets Upon Dissolution

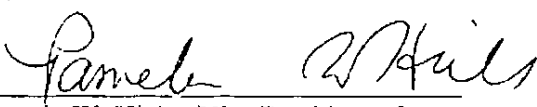
In the event of a liquidation, dissolution, termination or winding up of the Foundation, whether voluntary, involuntary or by operation of law, all the property or assets of the Foundation remaining after the discharge of valid obligations shall revert to and vest in The Florida Annual Conference of The United Methodist Church, or its successors and assigns, to be held subject to law and to the Discipline and usages of The United Methodist Church. The residual assets of the Foundation may be distributed in liquidation only to an organization which is exempt from federal taxes under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding section of any future law."

The foregoing amendment to and restatement of the Foundation's Articles of Incorporation has been duly adopted by the members of the Foundation at a meeting duly called, properly noticed and held on the 9th day of June, 2017 in accordance with the provisions of Section 617.1002, *Florida Statutes*, at which a quorum was present and approved the Resolution adopting said amendment and restatement, a copy of which is duly recorded in the minutes of the Foundation and is in full form and effect on this date.

These Amended and Restated Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this 29th day of June, 2017.

By: 
Rex Mark Becker, President

By: 
Pamela W. Hicks, Vice President of
Finance and Administration