

713363

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

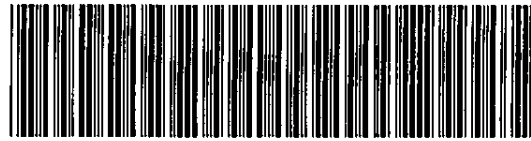
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC -2 PM 12:32

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Amended & Restated
Articles/W/NC
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12-2-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2011

MIAKKA METHODIST CHURCH, INC.
1620 MYAKKA ROAD
SATASOTA, FL 34240

SUBJECT: MIAKKA METHODIST CHURCH, INC.
Ref. Number: 713363

We have received your document for MIAKKA METHODIST CHURCH, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 111A00025709

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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LIVINGSTON, PATTERSON,
STRICKLAND & SIEGEL, P.A.

LIVINGSTON, PATTERSON, STRICKLAND & SIEGEL, P.A.
ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1
SARASOTA, FLORIDA 34236

CHARLES H. LIVINGSTON
JOHN PATTERSON
JOHN M. STRICKLAND
MICHAEL E. SIEGEL
JOHN M. ERVIN
VICKIE L. SHESLER
1953-1999

TELEPHONE
(941) 365-0550
TELECOPIER
(941) 366-0826
www.lpspa.com

November 28, 2011

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee FL 32314

Re: Old Miakka United Methodist Church, Inc.

Dear Sir or Madam:

Pursuant to your letter of November 14, 2011, enclosed please find the following:

1. Copy of your letter dated November 14, 2011.
2. The corrected Amended and Restated Articles of Incorporation of Miakka Methodist Church, Inc., a not for profit corporation.
3. A Certificate of Charge Conference Secretary of Miakka Methodist Church, Inc.

We trust these documents are now in order for filing with your office. If, however, you find that further documentation is required, would you kindly respond to this office instead of Miakka Methodist Church? We are trying to assist them in this filing and would like to have to complete prior to the end of the year and will save time if the correspondence is directed to this office.

Thank you for your attention to this matter.

Sincerely,

LIVINGSTON, PATTERSON,
STRICKLAND & SIEGEL, P.A.


Virginia T. Pitts
Administrative Assistant
to JOHN PATTERSON, ESQ.

/gp

Enclosure

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MIAKKA METHODIST CHURCH, INC.
A Not-For- Profit Corporation**

The undersigned hereby executes and acknowledges these Amended and Restated Articles of Incorporation in accordance with the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **Old Miakka United Methodist Church, Inc.**, a not-for-profit corporation.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and mailing address of the corporation is 1620 Myakka Road, Sarasota, Florida, 34240.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is formed are as more fully set forth in The *Discipline* of The United Methodist Church as it now exists or as it may hereafter be amended (the "*Discipline*") including:

- (a) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.
- (b) Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources.
- (c) Acquiring, owning, and maintaining real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects.
- (d) Doing of any and all things necessary or incident to the accomplishment of such purposes.
- (e) All of the above shall be in accordance with the Doctrines, Laws, Usages, *Discipline*, and Ministerial appointments of The United Methodist Church.

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CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA
FLORIDA

ARTICLE IV. 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 not for profit, including, but not limited to, the power to:

- (a) Receive, acquire, and hold title, in trust or otherwise, to real and personal property, and to improve, encumber, lease, sell, convey, and dispose of all such property.
- (b) Erect and maintain buildings for the worship of God, for training in Christian faith and conduct, and for Christian social intercourse, and to purchase, lease, and/or rent and otherwise acquire or build and maintain residences for the use and occupancy of its ministers.

The exercise of all the rights, powers, and privileges and immunities shall be consistent with the *Discipline*.

ARTICLE V. MEMBERSHIP

The members of the corporation shall be the professing members, as defined by the *Discipline*, of the Old Miakka United Methodist Church. All members shall have only such voting and other rights as now exist or may hereafter be granted by the *Discipline*.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it is 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 *Discipline*, dissolution may be initiated by the official action of the Florida Annual Conference of The United Methodist Church ("the Florida Annual Conference").

ARTICLE VII. TRUSTEES

The names and street addresses of the trustees of this corporation, who shall serve until their successors are duly elected and qualified, are:

Freida Katsaros 15162 Fruitville Road
Sarasota FL 34240

Charlotte Adams 31950 Singletary Road
Myakka City FL 34251

Maurie A. Duggan 551 Myakka Road
Sarasota FL 34240

The Trustees shall be elected and shall serve as provided in the *Discipline*. There shall be at least three (3) but no more than nine (9) trustees.

ARTICLE VIII. BYLAWS

The bylaws of the corporation are to be initially adopted by the Charge Conference in accordance with the *Discipline* and may thereafter be amended or rescinded by the Charge Conference in accordance with the *Discipline*. All bylaws of this corporation shall at all times be in conformity with the *Discipline*.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 1620 Myakka Road, Sarasota, Florida, 34240, and the name of the registered agent at that address is Maurie A. Duggan. The registered office and the registered agent may be changed by the Trustees in the manner provided by law.

ARTICLE X. PROPERTY

All real and personal, tangible and intangible property of the corporation shall be held in trust for The United Methodist Church and subject to the provisions of the *Discipline*.

ARTICLE XI. AMENDMENT

These Amended and Restated Articles of Incorporation may be amended by action of the duly elected Charge Conference of the Old Miakka United Methodist Church, Inc., in accordance with the *Discipline* and Florida law.

ARTICLE XII. EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XIII. DISTRIBUTION AND DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be vested in and shall be the property of the Florida Annual Conference, or its designee if qualified under Section 501(3)(c) of the Internal Revenue Code, pursuant to the *Discipline*, but if the Florida Annual Conference should not be in existence, to any successor United Methodist organization, and if none exists, to an organization qualified under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XIV. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law. However, no person shall be entitled to indemnification with respect to actions or claims by the corporation or by The United Methodist Church or any of its affiliated conferences, agencies or organizations unless such person is successful on the merits or otherwise in defense of the proceeding and is entitled to indemnification by law.

ARTICLE XV. MISCELLANEOUS

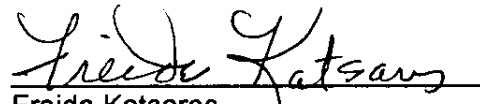
15.1 Amendment and Restatement Approval. Approval required of this Amended and Restated Articles of Incorporation is not required by the members. These Amended and Restated Articles of Incorporation have been approved by the Charge Conference and the Florida Annual Conference in accordance with the *Discipline*.

15.2 Historical Note. The subscribers to the original Articles of Incorporation were Anthony G. Carlton, G. Roy Crowley, Jim K. Tillman, and Lina Rhodes. These Amended and Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation filed on September 25, 1967.

15.3 Doctrine. The corporation shall support the Doctrine of The United Methodist Church and it and its property, both real and personal, shall be subject to the *Discipline*, Laws, Usages, and Ministerial appointments of The United Methodist Church as are now or shall be, from time to time, established, made, and declared by the lawful authority of the church.

15.4 Discipline. The business of this corporation shall be conducted in conformity with the *Discipline* of The United Methodist Church as the same now exists or as may hereafter be amended, changed, or modified.

Signed on October 23, 2011.


Freida Katsaros
President

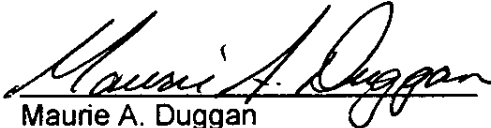
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**NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE,
AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, Maurie A. Duggan, having a street address of 551 Myakka Road, Sarasota, Florida, 34240, having been appointed by the trustees of OLD MIAKKA UNITED METHODIST CHURCH, INC., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 1620 Myakka Road, Sarasota, Florida, 34240, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. She accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


Maurie A. Duggan
Registered Agent

**CERTIFICATE OF CHARGE CONFERENCE SECRETARY
OF MIAKKA METHODIST CHURCH, INC.**

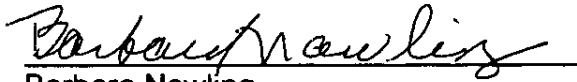
The undersigned, **BARBARA NOWLING**, the charge conference secretary for Miakka Methodist Church, Inc., does hereby certify that:

1. A special meeting of the Charge Conference was called and held in accordance with the United Methodist *Discipline* on October 23, 2011, for the purpose of considering the recommendation to amend and restate the Articles of Incorporation of Miakka Methodist Church, Inc.

2. The membership of the Charge Conference of Miakka Methodist Church, Inc. unanimously approved and authorized and directed the officers and trustees of the Miakka Methodist Church, Inc. to amend and restate the Articles of Incorporation so that, among other changes, the amended name will now be OLD MIAKKA UNITED METHODIST CHURCH, INC.

3. The Amended and Restated Articles of Incorporation of Miakka Methodist Church, Inc. do not contain any amendments requiring members to vote for approval. The amendments were adopted by the Board of Trustees on 10-17-2010 2011.

Dated this 23 day of October 2011.


Barbara Nowling