

BUTLER, BURNETTE & PAPPAS
ATTORNEYS AT LAW

Reply To:

Athena Rossetti Hunt
Tampa Office
E-Mail: ahunt@boplaw.com

BAYPORT PLAZA - SUITE 1100
6200 COURTNEY CAMPBELL CAUSEWAY
TAMPA, FLORIDA 33607-6946

TELEPHONE (813) 281-1900
FAX (813) 281-0900

Tallahassee Office

3520 Thomasville Road - Suite 102
Tallahassee, Florida 32308
Telephone: (850) 894-4111
Fax: (850) 894-4999

737811

July 15, 1998

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

700002591517-- 7
-07/17/98--01034--005
*****87.50 *****87.50

Re: Amended Articles of Incorporation for: The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc.

Dear Sir/Madam:

Enclosed herewith for filing is the original Amended Articles of Incorporation of The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc. Also enclosed is a check in the amount of \$87.50 for the filing fee and for a certified copy. Please return a certified copy of the Amended Articles of Incorporation to the undersigned.

If you should have any questions, please do not hesitate to contact me at 813-281-1900, extension 223. Thank you for your assistance in this matter.

Very truly yours,

BUTLER, BURNETTE & PAPPAS

Athena Rossetti Hunt
Athena Rossetti Hunt
Legal Assistant

/arh
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
298 AUG -7 AM 9:46

al
22 + Amend 737811
** Cert Copy*
8-7-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

BUTLER, BURNETTE & PAPPAS
% ATHENA ROSSETTI HUNT
6200 COURTNEY CAMPBELL CAUSEWAY, #1100
TAMPA, FL 33607-5946

SUBJECT: THE FLORIDA UNITED METHODIST COMMITTEE FOR CHURCH
DEVELOPMENT, INC.
Ref. Number: 737811

We have received your document for THE FLORIDA UNITED METHODIST
COMMITTEE FOR CHURCH DEVELOPMENT, INC. and your check(s) totaling
\$87.50. However, the enclosed document has not been filed and is being
returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the
document must contain: (1) the date of adoption of the amendment by the
members and (2) a statement that the number of votes cast for the amendment
was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed
amendment, the document must contain: (1) a statement that there are no
members or members entitled to vote on the amendment and (2) the date of
adoption of the amendment by the board of directors.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 498A00038541

BUTLER, BURNETTE & PAPPAS
ATTORNEYS AT LAW

Reply To:

Paul B. Butler, Jr.
Of Counsel
Tampa Office
E-Mail: pbutler@bbplaw.com

BAYPORT PLAZA - SUITE 1100
6200 COURTNEY CAMPBELL CAUSEWAY
TAMPA, FLORIDA 33607-5946

TELEPHONE (813) 281-1900
FAX (813) 281-0900

Tallahassee Office

3520 Thomasville Road - Suite 102
Tallahassee, Florida 32308
Telephone: (850) 894-4111
Fax: (850) 894-4999

July 29, 1998

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Florida United Methodist Committee for church Development, Inc.
Your Reference Number: 737811
Our File Number: 2174-960849

Dear Ms. Mustain:

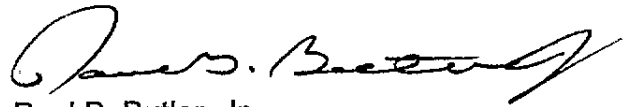
Attached is a Certification signed and notarized indicating the attached Amended Articles of Corporation were subject to approval by the necessary bodies and that the vote received was sufficient for approval.

I trust these Articles can now be filed.

I look forward to receiving a certified copy of the Articles.

Yours very truly,

BUTLER, BURNETTE & PAPPAS


Paul B. Butler, Jr.

PBB/ebr
Enclosure

**AMENDED
ARTICLES OF INCORPORATION**

OF

**THE FLORIDA CONFERENCE UNITED METHODIST CHURCH COMMITTEE ON
NEW CHURCH DEVELOPMENT AND CHURCH REDEVELOPMENT, INC.
(F/K/A THE FLORIDA UNITED METHODIST COMMITTEE
FOR CHURCH DEVELOPMENT, INC.)
(A Corporation Not For Profit)**

We, the undersigned, Officers and Directors, on behalf of and as authorized by the Board of Directors of The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc. (f/k/a The Florida United Methodist Committee for Church Development, Inc., A Corporation Not For Profit), file these Amended Articles of Incorporation.

ARTICLE I - NAME

The Name of this corporation shall be The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc.

FILED
98 AUG - 7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - PURPOSES

The corporation is organized for the following exclusively charitable, religious and educational purposes:

1. Approve all district plans for launching new congregations including mission congregations.
2. Administer all church development funds and approve all funding requests from Conference and General Board Funds. (To assure coordination with the Florida United Methodist Development Fund, Inc., the Chairperson and the Director of the Committee shall serve as ex-officio members of the Board of Directors

of the Florida United Methodist Development Fund, Inc., with voice but without vote).

3. Develop guidelines for church development and church redevelopment including relocations, mergers, and discontinuations.
4. Promote funding for new church development and church redevelopment.
5. Allocate funds for new church development and church redevelopment, including mission congregations, in an amount and in a manner determined by the Board of Directors, for those funds under its control or as may be allocated by the Florida Annual Conference of the United Methodist Church. These allocations shall be made in conformity with *The Book of Discipline of the United Methodist Church* and any requirements of the Florida Annual Conference of the United Methodist Church which may be adopted at or after the 1998 Annual Conference.

ARTICLE III - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE II above. Without limiting the generality of the foregoing language, the corporation shall have the power:

1. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates, or other instruments representing any rights or interests therein or with respect thereto) created or issued by any person, firm, association, corporation or government or subdivision thereof;

2. To exercise all rights, powers, and privileges in respect to the above described property, including the power to hold, administer, sell, convey, and dispose of, invest and reinvest such property and the income and proceeds thereof;
3. To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in ARTICLE II;
4. To take any other lawful action necessary to accomplish the purposes described in ARTICLE II.

ARTICLE IV - QUALIFICATION OF MEMBERS

The membership of this corporation shall be identical to the membership of the Committee on New Church Development and Church Redevelopment as elected by the Florida Annual Conference of the United Methodist Church according to the *Standing Rules of the Florida Annual Conference of the United Methodist Church*.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS

1. The officers of the corporation shall be a president/chairperson, vice-president/chairperson, secretary, treasurer, and such other officers as may be provided in the by-laws.
2. The names of the persons who currently serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President/Chairperson	Paul B. Butler, Jr. Bayport Plaza - Suite 1100 6200 Courtney Campbell Causeway Tampa, Florida 33607
Vice-President/Vice-Chairperson	Darrell E. Ward 4874 Shearwater Lane Naples, FL 34119
Secretary/Treasurer	William K. Rinaman 6501 Arlington Expressway #A101 Jacksonville, FL 32211

3. The officers shall be elected in the manner provided in the by-laws.

ARTICLE VII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation currently has twenty-three (23) directors. All persons who qualify as members of the corporation as provided in ARTICLE IV shall be deemed members of the Board of Directors. The number of directors and members may be increased or decreased from time to time in accordance with the *Standing Rules of the Florida Annual Conference of the United Methodist Church*.

2. A majority of the Board of Directors shall be members of the United Methodist Church.

3. The names and addresses of the persons who currently serve as directors of the corporation are:

Paul B. Butler, Jr.
Bayport Plaza - Suite 1100
6200 Courtney Campbell Causeway
Tampa, Florida 33607

William K. Rinaman
6501 Arlington Expressway #A101
Jacksonville, FL 32211

Darrell E. Ward
4874 Shearwater Lane
Naples, FL 34119

Humberto Mazzorana
P.O. Box 2276
Hialeah, FL 33012

Eugene Herring
P.O. Box 356
Hawthorne, FL 32640-0356

Dorothy Brillhart
204 Cypress
Perry, FL 32347

Ray Mercer
P.O. Box 236
Bunnell, FL 32110

Thomas J. Price, Jr.
4104 NW 19th Place
Gainesville, FL 32605-3528

William Gill
2255 W. Helen Circle
Bartow, FL 33830-7441

Robert G. Hobby
2171 SE Abcor Road
Port St. Lucie, FL 34952

Thomas W. Bledsoe
2907 Lolissa Lane
Maitland, FL 32751

John M. Stephenson
13233 Indian Rocks Road
Largo, FL 33774-2006

Morris E. Hintzman
615 Herchel Drive
Tampa, FL 33617-3858

Carol D. Conner
5110 Jennifer Place
Orlando, FL 32807

Richard W. Neal
4444 5th Avenue North
St. Petersburg, FL 33713-6204

David S. Moore
9317 Pineapple Road
Fort Myers, FL 33912

David Hastings
1415 LaSalle Street
Jacksonville, FL 32207-3133

Richard F. Bordin
950 7th Street
Clermont, FL 34711

Allan Bly
648 Sevilla Avenue
Coral Gables, FL 33134

Charles D. Rentz
1100 McCall Road
Port Charlotte, FL 33981-2538

John M. Fletcher
2850 Green Forest Lane
Tallahassee, FL 32312

Brack Hogan
600 NE 3rd Street
Pompano Beach, FL 33060

Montreuil F. Milord
220 SW 6th Avenue
Hallandale, FL 33802

ARTICLE VIII - BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary; provided, however, nothing contained in the by-laws shall be contrary to any requirement of the Florida Annual Conference of the United Methodist Church, nor shall they be contrary to *The Book of Discipline of the United Methodist Church*.

2. Upon proper notice, the by-laws may be amended, altered, or rescinded by a majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

1. These Articles of Incorporation may be amended by a 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.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws of intention to submit such amendments.

3. Amendments to these Articles of Incorporation shall not be contrary to any requirement of the Florida Annual Conference of the United Methodist Church nor shall they be contrary to *The Book of Discipline of the United Methodist Church* and any amendment which is contrary shall be void and of no effect.

ARTICLE X - REGISTERED OFFICE AND AGENT

The registered office and place of business of this corporation shall be at 1140 East McDonald Street, in the City of Lakeland, County of Polk, State of Florida, or such other place as the Florida Annual Conference of the United Methodist Church may select. The current registered agent at such address is Dr. Charles W. Courtoy.

ARTICLE XI

It is the intention of this corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as the same may from time to time be amended. Accordingly:

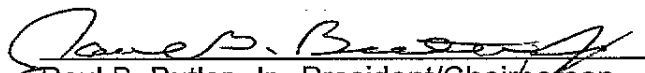
- a. The corporation is not to have authority to issue capital stock.
- b. The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the purpose of the corporation set out in ARTICLE II hereof.
- c. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene, by publishing or by distributing statements or otherwise, in any political campaign of any candidate for public office.
- d. In the event of a liquidation, dissolution, termination or winding up of the corporation, whether voluntary, involuntary or by operation of law, all of the property or assets of the corporation remaining after discharge of valid obligations, including costs and expenses of dissolution, shall be distributed as provided in *The Book of Discipline of the*

United Methodist Church, among the participating organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XII

These Amended Articles of Incorporation have been duly approved by the Florida Annual Conference of the United Methodist Church.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 15 day of July, 1998, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

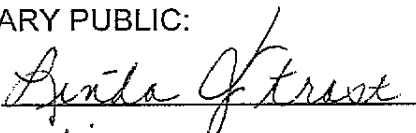

Paul B. Butler, Jr., President/Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

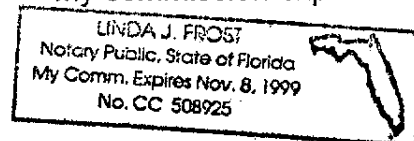
The foregoing instrument was acknowledged before me this 15th day of July, 1998, by Paul B. Butler, Jr., who is personally known to me or who has produced N/A as identification.

(NOTARY SEAL)

NOTARY PUBLIC:

Sign: 

Print: LINDA J FROST
State of Florida at Large (Seal)
My commission expires:

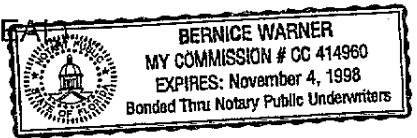


Darrell E. Ward
Darrell E. Ward, Vice-President/Vice-Chairperson

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 18th day of June, 1998, by Darrell E. Ward, who is personally known to me or who has produced _____ as identification.

(NOTARY SEAL)



NOTARY PUBLIC:
Sign: *Bernice Warner*
Print: _____

State of Florida at Large (Seal)
My commission expires:

William K. Rinaman
William K. Rinaman, Secretary

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 6th day of July, 1998, by William K. Rinaman, who is personally known to me or who has produced _____ as identification.

(NOTARY SEAL)



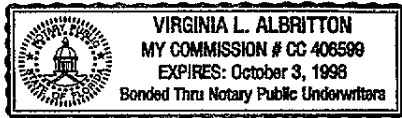
NOTARY PUBLIC:
Sign: *Ta Tanieshi D. Hines*
Print: Ta Tanieshi D. Hines
State of Florida at Large (Seal)
My commission expires:

Thomas W. Marston
Thomas W. Marston, Treasurer

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 15th day of June, 1998, by Thomas W. Marston, who is personally known to me or who has produced _____ as identification.

(NOTARY SEAL)



NOTARY PUBLIC:

Sign: Virginia L. Albritton

Print: Virginia L. Albritton
State of Florida at Large (Seal)
My commission expires: 10-3-98

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

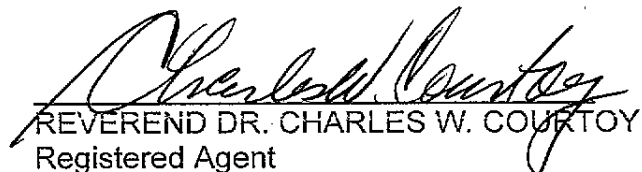
COUNTY OF POLK

I, Reverend Dr. Charles W. Courtoy, have agreed to act as Registered Agent for The Florida Conference United Methodist Church Committee On New Church Development and Church Redevelopment, 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 REVEREND DR. CHARLES W. COURTOY
1140 East McDonald Street
Lakeland, Florida 33801

I am familiar with and accept the duties and responsibilities as Registered Agent for The Florida Conference United Methodist Church Committee On New Church Development and Church Redevelopment, Inc. until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 15 day of June, 1998.


REVEREND DR. CHARLES W. COURTOY,
Registered Agent

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, THE REVEREND DR. CHARLES W. COURTOY, personally known to me [or who has produced _____] as

identification] to be the person who is nominated to act as the Resident Agent and who acknowledged before me that he agreed to undertake said duty.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Polk County, State of Florida, this 15th day of June, 1998.

(NOTARY SEAL)


NOTARY PUBLIC:

Sign: Joan E. Beierle

Print: Joan E. Beierle
MY COMMISSION # CC563987 EXPIRES July 24, 2000
BONDED THRU TROY FARM INSURANCE, INC.

State of Florida at Large (Seal)

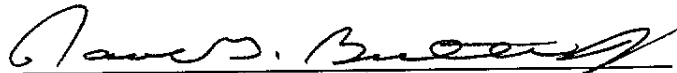
My commission expires:

 Joan E. Beierle
MY COMMISSION # CC563987 EXPIRES
July 24, 2000
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATION OF ADOPTION

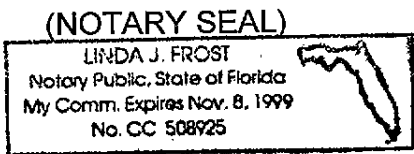
The undersigned, as Director and President of The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc., hereby certifies that the attached amended Articles of Incorporation were considered and approved by the Board of Directors at a meeting on January 24, 1998 and were submitted for ratification and approval to the membership of the Florida Annual Conference of the United Methodist Church at its meeting on May 29, 1998. A quorum was present at both the meeting of the Board of Directors and at the meeting of the membership of the Florida Annual Conference of the United Methodist Church, Inc., and at each meeting the proposed Amended Articles of Incorporation received the votes necessary for adoption and for filing with the Florida Department of State.

The Florida Conference United Methodist Church Committee on New Church Development and Church Redevelopment, Inc.

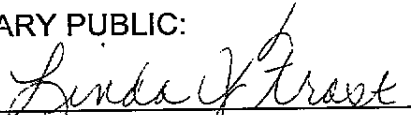

Paul B. Butler, Jr., President/Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of July, 1998, by Paul B. Butler, Jr. who is personally known to me.



NOTARY PUBLIC:

Sign: 

Print: LINDA J. FROST

State of Florida at Large (Seal)

My commission expires: 11/8/99