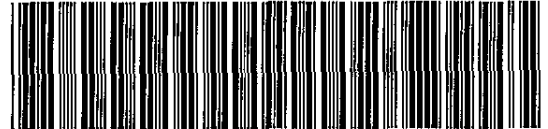


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Dr. Montfort C. Duncan, Jr.
Executive Director
New Church Development

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FLORIDA UNITED METHODIST CONFERENCE
FINANCIAL SERVICES
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

**THE FLORIDA CONFERENCE UNITED METHODIST CHURCH
COMMITTEE ON NEW CHURCH DEVELOPMENT, INC.**

**(F/K/A/ THE FLORIDA CONFERENCE UNITED METHODIST CHURCH
COMMITTEE ON NEW CHURCH DEVELOPMENT
AND CHURCH REDEVELOPMENT, 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., (A Corporation Not For Profit), file these Articles Of Amendment To The Articles of Incorporation.

ARTICLE I – NAME

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

ARTICLE II – PURPOSES

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

1. Approve all district plans for launching new United Methodist congregations including mission congregations within the bounds of the Florida Annual Conference.
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 Foundation, 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 Foundation, Inc., with voice but without vote.)

3. Develop guidelines for new church development.
4. Promote funding for new church development.
5. Allocate funds for new church development, 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 from time to time.

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 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:

President/Chairperson

Carol D. Conner
3368 Edgecliffe Drive
Orlando FL 32806

Vice-President/Vice-Chairman:

Eugene Herring
P O Box 356
Hawthorne FL 32640-0356

Secretary/Treasurer:

William K. Rinaman
6501 Arlington Exp. #A101
Jacksonville FL 32211

3. The officers shall be elected by the Florida Annual Conference of the United Methodist Church, and if not so elected by the Florida Annual Conference, the officers shall be elected in the manner provided in the by-laws.

ARTICLE VII – BOARD OF DIRECTORS

1. The business affairs of the corporation shall be managed by the Board of Directors. All persons who qualify as members of the corporation as provided by 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 *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:

Mary Louise Dungey
12844 Bay Plantation Drive
Jacksonville FL 32223

Jose Quinones
8045 SW 107th Avenue
Miami FL 33173

Thomas W. Bledsoe
2907 Lolissa Lane
Maitland FL 32751

Marian J. Goodman
4901 Quill Court
Palm Harbor FL 34685

Don Woodruff
333 Caddie Drive
DeBary FL 32713

Albert Tidwell
10480 Stringfellow Road #2
St. James City FL 33956

Jim Bishop
2254 NW 19th Lane
Gainesville FL 32605

Charles Hubbard
1579 Lake Bend Place
Orange Park FL 32073

Patricia Steed
2248 Crystal Grove Lane
Lakeland FL 33801

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

Dave Elyea
5668 Freeport Drive
Tavares FL 32778

David L. Landers
2680 Landmark Drive
Clearwater FL 33761

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

Montreuil F. Milord
P O Box 900774
Homestead FL 33090

Harry H. Holloman
300 Mason Street
Wildwood FL 34785

Craig Nelson
18301 S Dixie Highway
Miami FL 33157-5526

William J. Boyer
400 E Field Avenue
Venice FL 34285

Dorothy Brillhart
204 Cypress Drive
Perry FL 32348

Clyde Carter
11260 NW 23rd Street
Pembroke Pines FL 33026

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, unless another percentage is required by Florida law, in which case Florida law shall control.

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 Florida 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 as such address is Dr. Montfort C. Duncan, Jr.

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 Articles Of Amendment to the Articles of Incorporation have been duly approved as provided in the prior Articles Of Incorporation and in Article IX above.

IN WITNESS WHEREOF, we, the undersigned have hereunto set our hands and seals, this ____ day of _____, 2003, for the purpose of amending the Articles Of Incorporation of this corporation, a not for profit corporation organized under the laws of the State of Florida.



President/Chairperson

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26 day of June, 2003, by Carol Kramer, who is personally known to me or who has produced N/A as identification.

(NOTARY SEAL)

NOTARY PUBLIC:

Sign: Carolyn B. Langston

Print: CAROLYN B. LANGSTON
State of Florida at Large (Seal)
My commission expires:

CAROLYN B. LANGSTON
Notary Public, State of Florida
My comm. exp. June 1, 2007
Comm. No. DD 218297

Eugene Herring
Vice-President/Vice-Chairperson

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of July, 2003, by EUGENE HERRING, who is personally known to me or who has produced _____ as identification.

(NOTARY SEAL)

NOTARY PUBLIC:

Sign: Ethel F. Pinkney

Print: ETHEL F. PINKNEY
State of Florida at Large (Seal)
My commission expires:



Ethel F. Pinkney
MY COMMISSION # DD069180 EXPIRES
October 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

William K. Binaman
Secretary

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 9th day of July, 2003, by William K. Binaman, 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:



Ta Tanieshi D Hines
My Commission DD148302
Expires October 17, 2006

William K. Binaman
Treasurer

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 9th day of July, 2003, by William K. Binaman, 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:



Ta Tanieshi D Hines
My Commission DD148392
Expires October 17, 2006

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA


COUNTY OF POLK

I, the Reverend Dr. Montfort C. Duncan, Jr., have agreed to act as Registered Agent for The Florida Conference United Methodist Church Committee On New Church Development, 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. MONTFORT C. DUNCAN, Jr.
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 5th day of August, 2003.


THE REVEREND DR. MONTFORT C. DUNCAN, JR.
Registered Agent

STATE OF FLORIDA

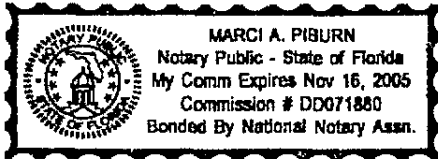
COUNTY OF POLK

BEFORE ME, a notary public authorized to take acknowledgments in the State County set forth above, personally appeared, THE REVEREND DR. MONTFORT C. DUNCAN, JR., 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 5th day of August, 2003.

NOTARY PUBLIC:



Sign: Marci A. Piburn

Print: Marci A. Piburn

State of Florida at Large (Seal)

My commission expires: 11-16-05

CERTIFICATION OF ADOPTION

The undersigned, as Director and President of the Florida Conference United Methodist Church Committee on New Church Development, Inc., hereby certifies that the attached Articles To Amend The Articles of Incorporation were considered and approved by the Board of Directors at a meeting on the 24th of January, 2003, and were submitted for ratification and approval to the membership of the Florida Conference United Methodist Church Committee On New Church Development, Inc at its meeting on the 25th day January, 2003. A quorum was present and the proposed Articles To Amend The 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, Inc.

C. D. Coan
President/Chairperson

STATE OF FLORIDA
COUNTY OF Orange

The forgoing instrument was acknowledged before me this 26 day of June, 2003, by CAROL CONNER who is personally known to me [or who has produced personally known as identification].

(NOTARY SEAL)

NOTARY PUBLIC:

Sign: Carolyn B. Langston

Print: CAROLYN B. LANGSTON
State of Florida at Large (Seal)
My commission expires:

CAROLYN B. LANGSTON
Notary Public, State of Florida
My comm. exp. June 1, 2007
Comm. No. DD 218297