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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GULF BREEZE UNITED METHODIST CHURCH, INC.
A FLORIDA NONPROFIT CORPORATION**

The Articles of Incorporation of Gulf Breeze United Methodist Church, Inc., a Florida nonprofit corporation, are hereby amended and restated as set forth herein and adopted by a majority vote of the Board of Trustees and with the written approval of the adoption of the Articles of Incorporation and changes to them, as required by *The Book of Discipline of the United Methodist Church 2016*, and subsequent amendments thereto (hereinafter referred to as "*The Book of Discipline*"), by the Senior Pastor of Gulf Breeze United Methodist Church and its District Superintendent.

**ARTICLE I
NAME**

The name of this Corporation is Gulf Breeze United Methodist Church, Inc. (hereinafter sometimes referred to as "Church").

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be operated exclusively for religious and charitable purposes and all other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code. In furtherance of these purposes, the Corporation shall:

(1) Promote the Christian faith, educate people locally and globally in the Christian faith, conduct Christian worship, care for and meet the needs of people within and

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outside the congregation, and extend and share the Gospel message and mission of the Church in the Church, community, and throughout the world.

(2) Be a worshiping fellowship, experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership.

(3) Experience an increasingly meaningful fellowship with God and fellow believers.

(4) Help people experience a growing knowledge of and relationship with God.

(5) Be a church that administers love, hospitality, hope, and healing unselfishly to persons in the community and the world in Jesus' name.

(6) Be a church whose purpose is to be Christlike in our daily living by emphasizing total commitment of life, personality, and possessions to the Lordship of Christ.

ARTICLE IV POLITY AND RELATIONSHIP

As a part of the connectional body of United Methodists, the Church shall support the doctrine of the United Methodist Church as set forth in *The Book of Discipline*, as amended and updated, and the Corporation, 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 Book of Discipline*. Furthermore, all authority relating to the governance of the Church and its activities and ministries shall be in accordance with *The Book of Discipline*.

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ARTICLE V

POWERS

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

- (1) To have perpetual succession by its corporate name;
- (2) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (3) 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;
- (4) 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 Book of Discipline*;
- (5) 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 that will threaten the charitable tax status of the Church or that would be inconsistent with *The Book of Discipline*;

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(6) To invest and reinvest its funds in a manner that 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 that will threaten the charitable tax status of the Church;

(7) To establish foundations and trusts for the benefit of advancing the interests and purposes of the Church, provided, however, such actions subject to the applicable trust clauses and other provisions and requirements as contained in *The Book of Discipline*, and no action shall be taken that will threaten the charitable tax status of the Church;

(8) 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, all in a manner not inconsistent with or contrary to the purposes of *The Book of Discipline*, The United Methodist Church, and the Church's annual conference;

(9) 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 or contrary to the purposes of *The Book of Discipline*, The United Methodist Church, and the Church's annual conference;

(10) To make donations for the public welfare or for charitable, scientific, or educational purposes, all in a manner not inconsistent with *The Book of Discipline*;

(11) 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;

(12) To accept gifts and benevolences and to otherwise raise funds;

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(13) To provide training in the Christian faith, including but not limited to the operation of preschools, kindergartens, schools, and centers for child care;

(14) To sponsor and operate programs that provide social services to the community, all in a manner not inconsistent with *The Book of Discipline*;

(15) To take such action as may be necessary (a) to secure from the Internal Revenue Service of the United States, and from any other governmental authority, and (b) to maintain its status as a qualified charitable tax-exempt organization;

(16) 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 Book of Discipline* for the administration and regulation of the affairs of the corporation;

(17) To have and exercise all other powers necessary or convenient to effect its purposes;

(18) To otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code, such that in the course of that operation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 herein.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (including the publishing or distribution of statements), and the Corporation shall not participate in, or

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intervene in any political campaign on behalf of any candidate for public office except as authorized under the Code.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation whose contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. No power or authority shall be exercised by the trustees, officers, or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI MEMBERSHIP

The members of the Corporation shall consist of those persons holding membership in the Gulf Breeze United Methodist Church, Inc. as reflected on its official records. The United Methodist Church, a fellowship of believers, is a part of the church universal and acknowledges that all persons are of sacred worth. All persons without regard to race, color, national origin, status, or economic condition, shall be eligible to attend the Church's worship services, to participate in its programs, to receive the sacraments, and upon taking the appropriate vows, to be admitted into the Church's membership. The membership of the Church shall include all baptized persons, who have come into membership by confession and declaration of faith or transfer and whose names have not been removed from the membership rolls by reason of death, transfer, withdrawal, or removal for cause. Such

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members of the Church shall comprise the Charge Conference as defined in *The Book of Discipline*.

ARTICLE VII ADDRESSES AND RESIDENT AGENT

The street and mailing address the principal office of the Corporation is 75 Fairpoint Drive, Gulf Breeze, Florida 32561.

The street address of the registered office of the Corporation is 75 Fairpoint Drive, Gulf Breeze, Florida 32561. The name of the registered agent at such address is Rhonda Merrill.

ARTICLE VIII BOARD OF TRUSTEES

(1) Unless restricted or otherwise directed by *The Book of Discipline*, the power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees, consisting of nine (9) persons to be elected for three-year terms by the Charge Conference.

(2) The members of the Board of Trustees shall be divided into three classes, initially constituted as follows:

(a) The first election of Trustees shall provide for three (3) Trustees to serve for one (1) year, three (3) Trustees to serve for two (2) years, and three (3) Trustees to serve for three (3) years.

(b) Thereafter, vacancies of the three (3) retiring Trustees, whose terms have expired, shall be filled annually for a term of three (3) years through election by the Charge Conference.

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(3) The Trustees shall be of legal age as determined by law, and at least two-thirds shall be professing members of The United Methodist Church. No pastor is a voting member of the Board of Trustees unless elected as a member.

(4) The name and address of each person who currently is serving as a Trustee of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Alan Brock	9 North Sunset Blvd., Gulf Breeze FL 32561
Cheryl Broschious	284 Planation Hill Road, Gulf Breeze, FL 32561
Belinda de Kozan	4 Breeze Street, Gulf Breeze FL 32561
Daniel Motherway	2819 Whisper Oaks Drive, Gulf Breeze FL 32563
Jody Okrzesik	301 Plantation Hill Road, Gulf Breeze FL 32561
Ralph A. Peterson	10 Tristan Way, Pensacola Beach, FL, 32561
Mark Shull	810 Bay Cliffs Road, Gulf Breeze, FL 32561
William R. Sprague	6 Bayou Blvd., Pensacola FL 32503
Daniel O. Windham	969 Vestavia Way, Gulf Breeze, FL 32563

ARTICLE IX OFFICERS

(1) The affairs of the Corporation shall be managed by the officers of the Board of Trustees, subject to the direction of the Church Council of the Church pursuant to *The Book of Discipline*.

(2) The officers will hold office for a term of one (1) year or until their successors shall be elected.

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(3) The officers shall be Chairperson, Vice Chairperson, Secretary, and Treasurer; *provided, however, that:*

(a) The Chairperson and Vice Chairperson shall not be members of the same Trustee class;

(b) The Chairperson shall be a professing member of the Church;

(c) The offices of Secretary and Treasurer may be held by the same person; and

(d) The Treasurer shall be the Treasurer who has been elected by the Charge Conference to the Church Council in accordance with the provisions of *The Book of Discipline* and whose election as Treasurer of the Board of Trustees shall be ratified by the Trustees.

(4) The names and addresses of the current officers are as follows:

<u>Name</u>	<u>Address</u>
Chairperson: Daniel Windham	969 Vestavia Way, Gulf Breeze, FL 32563
Vice Chairperson: Cheryl Broscious	284 Planation Hill Road, Gulf Breeze, FL 32561
Treasurer: Hal Holston	513 Dracena Way, Gulf Breeze, FL 32561
Secretary: William R. Sprague	6 Bayou Blvd., Pensacola FL 32503

ARTICLE X BYLAWS

The Bylaws of the Corporation shall be *The Book of Discipline*, as it presently exists or as it may be modified or amended from time to time; *provided however*, the members of the Corporation or the Board of Trustees subject to approval by the members, both by an approval vote of the majority of the members at a Charge Conference, may provide

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additional Bylaws or amendments to those additional Bylaws that are not in conflict with the provisions of these Articles of Incorporation or with *The Book of Discipline*.

ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees.

ARTICLE XII INDEMNIFICATION

(1) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any Trustee or officer (of the Corporation, Board, and Church Council, and associated committees) made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the Corporation or The United Methodist Church to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Trustee, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise in which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the

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Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of that person's duties to the Corporation.

(2) Any indemnification under paragraph (2) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or officer seeks indemnification were properly incurred and that such Trustee or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Church Council by a majority vote of a quorum consisting of Trustees and officers who were not parties to such action, suit, or proceeding.

(3) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (1) above upon a preliminary determination by the Church Council that such person has met the applicable standards of conduct set forth in paragraph (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. Should the Corporation elect to assume such defense, that defense shall be conducted by counsel chosen by the Corporation and not objected to, in writing, for valid reasons by such person seeking indemnification and/or a defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such person and other parties represented in the same action, suit, or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification

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intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(4) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(5) The indemnification contained in this Article XII shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE XII DISSOLUTION DISTRIBUTION OF ASSETS UPON DISSOLUTION

(1) This Corporation may be dissolved or liquidated by majority vote of the Charge Conference as provided in *The Book of Discipline*. Because the Corporation is subject to the laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline*, dissolution may be initiated by the official action of The Alabama-West Florida Annual Conference of The United Methodist Church, Inc. Furthermore, the Church is prohibited from severing its connectional relationship to The United Methodist Church without the consent of The Alabama-West Florida Annual Conference of The United Methodist Church, Inc.

(2) In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed in accordance with the provisions of *The Book of Discipline*, provided that such distribution shall be to one or more organizations, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, for a public purpose (including to benefit the inhabitants of Gulf Breeze and the local surrounding communities), or to the federal, state, or local government for exclusively

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public purposes, as the Board of Trustees shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code as that court shall determine.

The undersigned, being the Secretary/Trustee of this Corporation, for the purpose of amending and restating the Articles of Incorporation filed January 8, 1982, under the Laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation on May 10, 2018.


William R. Sprague, Secretary/Trustee

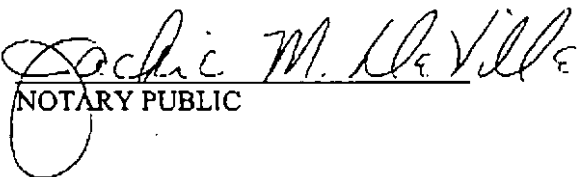
STATE OF FLORIDA
COUNTY OF ESCAMBLA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William R. Sprague, who did not take an oath, and who is personally known to me, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and express,

IN WITNESS WHEREOF, I HAVE hereunto set my hand and official seal on this 10th day of May, 2018.



JACKIE M. DEVILLE
Notary Public, State of Florida
My Comm. Expires October 22, 2020
Commission No. 033365


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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Gulf Breeze United Methodist, Inc., desiring to amend and restate its Articles of Incorporation filed on January 8, 1982, with these Amended and Restated Articles of Incorporation under the laws of the State of Florida, has designated Rhonda Merrill of 75 Fairpoint Drive, Gulf Breeze, Florida 32561, as its initial Registered Agent and Office.

By: William R. Sprague
William R. Sprague, Secretary
of Gulf Breeze United Methodist, Inc.

Date: MAY 10, 2018

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping the office open.

Rhonda Merrill
Rhonda Merrill

Date: 5-10-2018

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CERTIFICATE

The undersigned Trustee of Gulf Breeze United Methodist Church, Inc. hereby certifies, pursuant to Sections 617.1006 and 617.1007(3)(a-b), Florida Statutes, that (1) there are no members of Gulf Breeze United Methodist Church, Inc. entitled to vote on the amendments and restatements contained in these Amended and Restate Articles of Incorporation of Gulf Breeze United Methodist Church, Inc., (2) the amendments and restatements contained in these Amended and Restate Articles of Incorporation of Gulf Breeze United Methodist Church, Inc. do not require member approval, and (3) that the Board of Trustees of Gulf Breeze United Methodist Church, Inc. adopted the amendments and restatements contained hereinabove and approved these Amended and Restated Articles of Incorporation of Gulf Breeze United Methodist Church, Inc. on May 10, 2018.


Ralph A. Peterson, Trustee

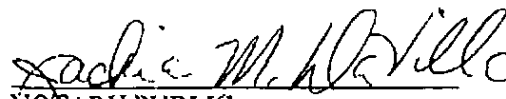
STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Ralph A. Peterson, who did take an oath, and who is personally known to me, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and express,

IN WITNESS WHEREOF, I HAVE hereunto set my hand and official seal on this
10th day of May, 2018.



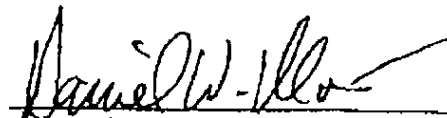
JACKIE M. DEVILLE
Notary Public, State of Florida
My Comm. Expires October 22, 2020
Commission No. GG 30366


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WRITTEN APPROVAL

Pursuant to *The Book of Discipline of the United Methodist Church 2016*, the undersigned hereby give this written approval to the adoption of those Amended and Restated Articles of Incorporation of Gulf Breeze United Methodist Church, Inc.



Reverend Daniel W. Morris
Senior Pastor
Gulf Breeze United Methodist Church

Date: July 9, 2018



Reverend Timothy R. Trent
District Superintendent
Pensacola District
Alabama-West Florida Conference

Date: July 14, 2018