

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CONCORDANCE
TALLAHASSEE, FLORIDA

(850) 599-3475
Daytime Telephone number

5-10

Articles of Incorporation For
Florida Agricultural and Mechanical University
Wesley Foundation, Inc.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, hereby associate together for the purpose of becoming a corporation not for profit and organized solely for general religious purposes pursuant to the "Florida Not For Profit Corporation Act" set forth in Chapter 617 of the Florida Statutes, providing the formation, liabilities, rights, privileges, benefits, obligations, and immunities conferred and imposed on corporations and for the transaction of business with and under the following charter

ARTICLE I

NAME

The name of the Corporation is Florida Agricultural and Mechanical University Wesley Foundation, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually unless terminated in a manner prescribed by the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

The purpose of this organization is to provide a Christian ministry to students, faculty, and staff of institutions of higher education in the service area of Florida Agricultural and Mechanical University (FAMU) as an affiliated organization of the United Methodist Church and for such other purposes as may be proper under the laws of the United States and the State of Florida.

The general purpose for which this Corporation is formed is to operate exclusively for religious purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distribution to organizations which qualify as tax exempt organizations under that code.

ARTICLE IV

MEMBERSHIP

- a) Membership. The members of this Corporation, to be known as and who shall constitute the directors of this Corporation, shall be elected by the Florida Annual Conference of the Southeastern Jurisdiction of the United Methodist Church from nominations made by the Florida Conference Board of Higher Education and Campus Ministry.
- b) Rights and Liabilities of Members. The members of this Corporation shall have no right, title or interest whatsoever in its income, property, assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. No stock shall be issued.
- c) This shall be a nonstock corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

- a) The principle office for the transaction of business of this Corporation is to be located in Leon County in the State of Florida.
- b) The address of the principal office is 3370 Capital Circle NE, Suite C-1, Tallahassee, FL 32308. Mailing address is PO Box 13766, Tallahassee, FL 32317
- c) The name and address of this Corporation's resident agent is the District Superintendent of the Tallahassee District of the United Methodist Church. Current District Superintendent is Charles E. Weaver, 3370 Capital Circle NE, Suite C-1, Tallahassee, FL 32308.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

- a) **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted and managed by a Board of Directors. The Board of Directors shall be composed of not less than fifteen (15) nor more than twenty-one (21) persons elected by the Florida Annual Conference of the Southeastern Jurisdiction of the United Methodist Church for a term of three (3) years each, commencing on the first day of January after the date of election of Directors by the Florida Annual Conference. The District Superintendent of the Tallahassee District of the United Methodist Church, the Chairperson of the Florida Conference Board of Higher Education and Campus Ministry or such person's designee, and the Executive Director of the Florida Conference Board of Higher Education and Campus Ministry shall be ex-officio members of the Board of Directors.
- b) **Officers of the Board.** The officers of the Board of Directors to be elected by the Board for a one-year term shall be Chairperson, a Vice-Chairperson, a Secretary, a Recording Secretary (if the Board so chooses) and a Treasurer.
- c) **Executive Committee.** The Executive Committee shall be composed of the officers of the Board, the District Superintendent of the Tallahassee District and the committee chairpersons.
- d) **Property and Assets.** All properties and assets belong to the Florida Annual Conference of the United Methodist Church as stated in the 1996 United Methodist Book of Discipline, para. 2501. In the event of the Foundation's dissolution, all assets and properties shall be forfeited to trusteeship of the Florida Annual Conference of the United Methodist Church in accordance with para. 2548.3 of the 1996 United Methodist Book of Discipline. The United Methodist Church is also organized as a 501 (c)(3).
- e) The Board of Directors, officers, or Executive Committee shall take no action, nor shall any bylaw be adopted, which is prohibited by, or is at variance with, the provisions of the then current Book of Discipline of the United Methodist Church. In the event of any discrepancy, the provisions of the Discipline shall control.

* Paragraph 2501 states, "Titles to Properties—In consonance with the legal definition and self-understanding of the United Methodist Church and with particular reference to its lack of capacity to hold title to property, The United Methodist Church is organized as a connexional structure, and titles to all properties held at General, jurisdictional, annual, or district conference levels, or by a local church or charge, or by an agency or institution of the Church, shall be held in trust for the United Methodist Church and subject to the provisions of its Discipline. Titles are not held by The United Methodist Church, but instead by the incorporated conferences, agencies, or organizations of the denomination, or in the case of unincorporated bodies of the denomination, by boards of trustees established for the purpose of holding and administering property.

* Paragraph 2548.3 states, "Abandonment—When a local church property is no longer used, kept or maintained by its membership as a place of divine worship, the property shall be considered abandoned, and when a local church no longer serves the purpose for which it was organized, and incorporated, with the consent of the presiding bishop, a majority of the district superintendents, and of the district board of church location and building, the annual conference trustees may assume control of the property..."

ARTICLE VII

BYLAWS

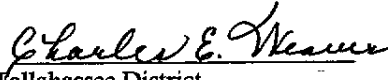
Subject to the limitations contained in the Bylaws, and any limitations set forth in the Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the Bylaws, which shall establish the number of directors required to establish a quorum of the Board and its Executive Committee as well as the time and place for the meetings of the Board.

ARTICLE VIII

INCORPORATORS

IN WITNESS WHEREOF, we the undersigned, being the incorporators of this Corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on this 1ST day of March 2000.

The name and address of each incorporator is as follows:

Charles E. Weaver  3370 Capital Circle NE, Suite C-1
District Superintendent, Tallahassee District Tallahassee, FL 32308

Lawrence Q. Barriner  PO Box 1228
Campus Minister, Florida A&M University Tallahassee, FL 32302

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Florida Agricultural & Mechanical University
Wesley Foundation, Incorporation.
2. The name and address of the registered agent and office is:

Charles E. Weaver
(NAME)

3370 Capital Circle NE, Suite C-1
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32308
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles E. Weaver
(SIGNATURE)

March 16, 2000
(DATE)