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Florida Department of State

Division of Corporations

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HPUM-3

FLORIDA NON-PROFIT CORPORATION

HPUMC LAND COMPANY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	$78.75

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2000

BUSH ROSS

,

HOLDINGS
SUBJECT: HPUMC LAND COMPANY, INC.
REF: W00000010978

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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Neysa Culligan
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FAX Aud. #: H00000019979
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ARTICLES OF INCORPORATION
OF
HPUMC LAND HOLDINGS, INC.
(A corporation not-for-profit)

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be HPUMC LAND HOLDINGS, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 500 West Platt Street, Tampa, Florida 33606.

ARTICLE II

Term

This Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE III

Purposes

A. General Purposes.

1. The Corporation is formed in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended, for the purpose of holding title to property, and operating, managing and collecting income therefrom, for the benefit of its sole member, the Hyde Park United Methodist Church, Inc., a Florida corporation not for profit, its successors and assigns (the "Member"), an organization which itself is exempt as a charitable organization under Section 501(c)(3) from Federal income taxes.

2. The Corporation is also formed for the purpose of performing all other acts and carrying on and conducting all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

B. Restrictions.

All activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be turned over to the Member or used and applied exclusively for religious, charitable or educational purposes, and no part of the assets, income or profits of the Corporation shall be distributed to or enure to the personal benefit of any individual or entity other than the Member; provided, however that reasonable compensation may be paid to any individual or entity in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

ARTICLE IV

Membership

The sole member of the Corporation shall be the HYDE PARK UNITED METHODIST CHURCH, INC., a corporation not for profit organized and existing under the laws of the State of Florida, its successors and assigns.

ARTICLE V

Incorporation

The name and address of the incorporator of this Corporation is as follows:

Gwendlyn M. Lisboa
220 South Franklin Street
Tampa, FL 33602

ARTICLE VI

Registered Agent

The name of the initial registered agent of the Corporation is J. Stephen Gardner, whose office is located at 220 South Franklin, Tampa, Florida 33602.

ARTICLE VII

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number of initial directors of the Corporation shall be nine, provided, that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

ARTICLE VIII

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. The Bylaws, as so adopted, may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE IX

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE X

Dedication of Assets

The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever enure to the benefit of any director, officer, or any other private individual.

ARTICLE XI

Distribution of Assets

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Member or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusively public purposes.

ARTICLE XII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.034, Florida Statutes, HPUMC LAND HOLDINGS, INC. desiring to organize under the laws of the State of Florida, hereby designates J. STEPHEN GARDNER, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

HPUMC LAND HOLDINGS, INC.

By: Gwendlyn M. Lisboa

Gwendlyn M. Lisboa, Incorporator

Facsimile audit number: H00000019979

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 607.034, Florida Statutes.

J. Stephen Gardner

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