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June 21, 2000

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

Re: FIRST PRESBYTERIAN CHURCH OF ALACHUA, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned proposed corporation. Kindly file these Articles and return a certified copy to this office.

A check in the amount of \$81.75 is enclosed to cover the cost thereof.

Thank you and if you have any questions, please don't hesitate to contact us.

Sincerely yours,

*Carol W. Overacker*  
Carol W. Overacker  
Paralegal

:co  
enclosures

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TALLAHASSEE FLORIDA  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

OF

FIRST PRESBYTERIAN CHURCH OF ALACHUA, INC.  
(A Corporation Not for Profit)

ARTICLE I

NAME:

The name of this Corporation shall be FIRST PRESBYTERIAN CHURCH OF ALACHUA, INC.

ARTICLE II

ADDRESS:

The initial post office address of the principal office of the Corporation in the State of Florida shall be P. O. Box 308, Alachua, Florida 32616. The Board of Trustees may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

The specific and primary purposes for which this Corporation is formed are:

(a) To operate a church exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended; that is, to promote, foster and further the cause of Jesus Christ and Christian faith and religion as held by the Presbyterian Church (U.S.A.), or its successor.

(b) To engender, foster and promote through the fraternal and religious life of its members and others "The Great Ends of the Church" as stated in THE CONSTITUTION OF THE PRESBYTERIAN CHURCH (U.S.A.), PART II, BOOK OF ORDER:

THE GREAT ENDS OF THE CHURCH ARE THE PROCLAMATION OF THE GOSPEL FOR THE SALVATION OF HUMANKIND; THE SHELTER, NURTURE, AND SPIRITUAL FELLOWSHIP OF THE CHILDREN OF GOD: THE MAINTENANCE OF DIVINE WORSHIP; THE PRESERVATION OF THE TRUTH; THE PROMOTION OF SOCIAL RIGHTEOUSNESS; AND THE EXHIBITION OF THE KINGDOM OF HEAVEN TO THE WORLD. (G-1.0200)

(c) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or

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TALLAHASSEE FLORIDA

any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

(d) To receive voluntary contributions, gifts, grants of money and property of every kind, or other forms of gifts and to administer the same for the charitable purposes and goals of the corporation.

(e) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

(f) Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the

corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine.

#### ARTICLE IV

##### GENERAL POWERS:

The general powers that the corporation shall have are as follows:

(a) To hold funds solely and exclusively for the purposes as set forth in these Articles of Incorporation.

(b) To delegate power or powers where such is deemed in the interest of the corporation.

(c) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(d) To pay taxes and other charges, if any, on or against property owned or accepted by the corporation.

(e) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust; or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated.

(f) In general, to have all powers conferred upon a corporation not for profit by the laws of Florida, except as prohibited herein.

#### ARTICLE V

##### MEMBERSHIP:

The Constitution of the Presbyterian Church (U.S.A.), as set forth in the Book of Order, provides that a congregation is made up of all members on the active roll of a particular church. Therefore, all members on the active roll of this church are entitled to be members of this corporation. All persons who become members on the active roll of this church are automatically admitted to membership in this corporation. The rules contained in this Article for qualification for members and the manner of their admission, together with rules concerning disqualification, voting and other related subjects, shall be subject to being supplemented and superseded by the Book of Order and the Bylaws, if any, of this corporation.

#### ARTICLE VI

##### EXISTENCE:

The corporation shall have perpetual existence.

#### ARTICLE VII

##### BOARD OF TRUSTEES:

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Trustees.

Section 2. The number of Trustees of this corporation shall not be less than three (3).

Section 3. The qualifications, election and duties of the Board of Trustees shall be in accordance with the current Book of Order of the Presbyterian Church (U.S.A.), or its successor.

Section 4. The Board of Trustees shall have the rights and duties of Directors under the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended from time to time.

Section 5. The following persons shall constitute the initial Board of Trustees:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
LELA GREEN	12614 NW 69 Terrace Alachua, FL 32615
JAMES CONDIT	6135 NW 115 <sup>th</sup> Place Alachua, FL 32615
THOMAS OVERACKER	19614 NW 190 <sup>th</sup> Avenue High Springs, FL 32643
VALERIE TAYLOR	14001 NW 166 <sup>th</sup> Terrace Alachua, FL 32615
WAYNE HALL	11929 NW 164 <sup>th</sup> Terrace Alachua, FL 32615
MILTON BAKER	275 Turkey Creek Alachua, FL 32615
AVA HAGAN	P. O. Box 622 Alachua, FL 32616

#### ARTICLE VIII

##### OFFICERS:

Section 1. All officers of this corporation shall be elected by a majority of the Board of Trustees. This corporation shall have as many officers as the Board of Trustees may determine to be appropriate from time to time. At a minimum, there shall be a President, a Secretary (the Secretary shall be the person who is the Elder that is then serving as Clerk of the Session, as defined in the Book of Order of the Presbyterian Church (U.S.A.), or its successor), and a Treasurer. If not prohibited by said Book of Order, any one person shall be entitled to hold two or more offices.

Section 2. The officers of this corporation shall have the rights and duties of officers under the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended from time to time.

Section 3. The names of the officers who shall serve until the first election at the first annual meeting of the Board of Trustees are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
THOMAS OVERACKER	President	19614 NW 190 Avenue High Springs, FL 32643
VALERIE TAYLOR	Secretary/ Treasurer	14001 NW 166 <sup>th</sup> Terrace Alachua, FL 32615

#### ARTICLE IX

##### INCORPORATORS:

The name and post office address of each incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
LELA GREEN	12614 NW 69 Terrace Alachua, FL 32615
JAMES CONDIT	6135 NW 115 <sup>th</sup> Place Alachua, FL 32615
THOMAS OVERACKER	19614 NW 190 <sup>th</sup> Avenue High Springs, FL 32643
VALERIE TAYLOR	14001 NW 166 <sup>th</sup> Terrace Alachua, FL 32615
WAYNE HALL	11929 NW 164 <sup>th</sup> Terrace Alachua, FL 32615
MILTON BAKER	275 Turkey Creek Alachua, FL 32615
AVA HAGAN	P. O. Box 622 Alachua, FL 32616

#### ARTICLE X

##### INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 14001 NW 166<sup>th</sup> Terrace, Alachua, Florida 32615, and the name of the initial registered agent of the corporation at that address is VALERIE TAYLOR.

#### ARTICLE XI

##### BYLAWS:

The Board of Trustees may adopt Bylaws consistent with these Articles. The Board of Trustees, by a two-thirds majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the corporation. Because of the priority given to the Book of Order of the Presbyterian Church (U.S.A.), or its successor, the Board of Trustees shall have the right to elect to utilize said Book of Order in lieu of Bylaws, and to supplement said Book of Order with Bylaws that are not inconsistent with the Book of Order as the need arises from time to time.

## ARTICLE XII

### AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed pursuant to Florida law, and in the manner established in the Book of Order of the Presbyterian Church (U.S.A.), and the Bylaws, if any.

## ARTICLE XIII

### INDEMNIFICATION OF OFFICERS AND TRUSTEES:

Every officer and every Trustee (director) of this corporation shall be indemnified by this corporation against all expenses and liabilities including, but not limited to, attorneys' fees, reasonably incurred by or imposed upon each of them. This agreement of indemnification shall be to the maximum extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act, as amended from time to time. This agreement of indemnification extends to claims that are ultimately found not to be a personal liability of the officer or Trustee under Florida Statutes, Section 617.0204 (1997).

## ARTICLE XIV

### TRANSACTION IN WHICH TRUSTEES OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the corporation and one or more of its Trustees (directors) or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Trustees (directors) or officers are Trustees (directors) or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Trustee (director) or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Trustee or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorized the contract or transaction.



ARTICLE XV

PRIORITY BETWEEN DOCUMENTS:

In the event of a conflict, the priority between documents shall be as follows: first to these Articles of Incorporation; second to the Book of Order of the Presbyterian Church (U.S.A.), or its successor; third to the Bylaws, if any, of this corporation; and fourth to any action adopted at a regular or special meeting of the Board of Trustees. Conflicting documents shall be immediately amended to conform to the priority established in this Article.

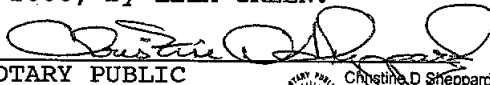
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 13 day of June, 2000.


Signed, sealed and delivered  
in our presence as witnesses:

<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Lela Green</u> LELA GREEN
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>James Condit</u> JAMES CONDIT
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Thomas Overacker</u> THOMAS OVERACKER
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Valerie Taylor</u> VALERIE TAYLOR
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Wayne Hall</u> WAYNE HALL
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Milton Baker</u> MILTON BAKER
<u>Jean D. Greene</u> <u>Geraldine L. Moore</u>	<u>Ava Hagan</u> AVA HAGAN

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by LELA GREEN.

  
NOTARY PUBLIC  
Printed Name:  
Commission No.:

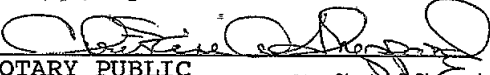
 Christine D. Sheppard  
My Commission CC645176  
Expires May 31, 2001


Personally known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by JAMES CONDIT.

  
NOTARY PUBLIC  
Printed Name:  
Commission No.:


 Christine D. Sheppard  
My Commission CC645176  
Expires May 31, 2001


Personally known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by THOMAS OVERACKER.

  
NOTARY PUBLIC  
Printed Name:  
Commission No.:


 Christine D. Sheppard  
My Commission CC645176  
Expires May 31, 2001


Personally known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by VALERIE TAYLOR.

  
NOTARY PUBLIC  
Printed Name:  
Commission No.:

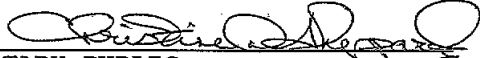
 Christine D. Sheppard  
My Commission CC645176  
Expires May 31, 2001

Personally known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by WAYNE HALL.

  
NOTARY PUBLIC

Printed Name:

Commission No.:

Christine D. Sheppard

My Commission CC645176


Expires May 31, 2001

Personally known ☒ OR Produced Identification ☐

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by MILTON BAKER.

  
NOTARY PUBLIC

Printed Name:

Commission No.:

Christine D. Sheppard

My Commission CC645176


Expires May 31, 2001

Personally known ☒ OR Produced Identification ☐

Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
13 day of June, 2000, by AVA HAGAN.

  
NOTARY PUBLIC

Printed Name:

Commission No.:

Christine D. Sheppard

My Commission CC645176

Expires May 31, 2001

Personally known ☒ OR Produced Identification ☐

Type of Identification Produced: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND TRUSTEES.

The following is submitted in compliance with Chapter 617.0501, F.S.:

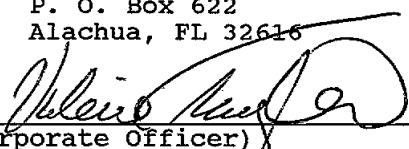
FIRST PRESBYTERIAN CHURCH OF ALACHUA, INC., a Corporation Not for Profit, organized under the laws of the State of Florida with its principal office at: P. O. Box 308, Alachua, Florida 32616, has named VALERIE TAYLOR, located at 14001 NW 166<sup>th</sup> Terrace, Alachua, Florida 32615, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

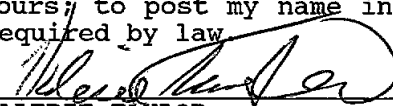
<u>NAME AND TITLE</u>	<u>ADDRESS</u>
THOMAS OVERACKER, President	19614 NW 190 <sup>th</sup> Avenue High Springs, FL 32643
VALERIE TAYLOR, Secretary/Treasurer	14001 NW 166 <sup>th</sup> Terrace Alachua, FL 32615

NEWLY APPOINTED TRUSTEES:

<u>NAME</u>	<u>ADDRESS</u>
LELA GREEN	12614 NW 69 Terrace Alachua, FL 32615
JAMES CONDIT	6135 NW 115 <sup>th</sup> Place Alachua, FL 32615
THOMAS OVERACKER	19614 NW 190 <sup>th</sup> Avenue High Springs, FL 32643
VALERIE TAYLOR	14001 NW 166 <sup>th</sup> Terrace Alachua, FL 32615
WAYNE HALL	11929 NW 164 <sup>th</sup> Terrace Alachua, FL 32615
MILTON BAKER	275 Turkey Creek Alachua, FL 32615
AVA HAGAN	P. O. Box 622 Alachua, FL 32616

  
(Corporate Officer)

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

  
VALERIE TAYLOR,  
Registered Agent