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CLIENT/MATTER NUMBER
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October 31, 2001

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

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*****78.75 *****78.75

Re: Dinsmore United Methodist Church, Inc.

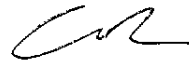
Ladies and Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation and the acceptance of the registered agent for the above-referenced corporation.

Also enclosed is a check payable to the Florida Secretary of State in the amount of \$78.75 for the filing and certified copy.

If you have a question concerning the enclosures, please do not hesitate to contact me.

Very truly yours,

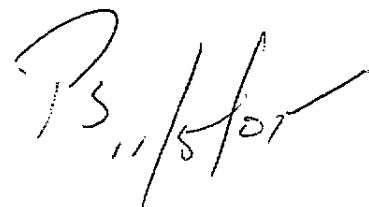


Chauncey W. Lever, Jr.

CWL/ggt
Enclosures

c: Reverend Jeffrey L. Mc Clendon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DINSMORE UNITED METHODIST CHURCH, INC.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation shall be DINSMORE UNITED METHODIST CHURCH, INC., and its principal office and mailing address is 10604 Iowa Avenue, Jacksonville, Florida 32219.

ARTICLE II

PURPOSE

The object, general nature and purpose of this corporation shall be to establish and maintain in the City of Jacksonville, Florida, a local church of The United Methodist Church, subject to *The Book of Discipline of The United Methodist Church* as adopted, declared and approved by the General Conference of The United Methodist Church from time to time (the "Discipline"). This corporation shall support the doctrine, and it, and all its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church and the Discipline. This corporation is organized exclusively for such purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law.

ARTICLE III

MEMBERSHIP

The doctrinal basis, manner of admission and qualification for membership shall conform to the requirements of the Discipline and to the rulings of the Bishops of The United Methodist Church. All members of the Charge Conference of the church being incorporated in good and regular standing shall be members of this corporation.

ARTICLE IV

BOARD OF TRUSTEES (DIRECTORS)

The business affairs of this corporation shall be managed by a board of directors to be called the Board of Trustees, which shall consist of not less than three nor more than nine persons who shall be elected by the Charge Conference of the church being incorporated, as provided in the Discipline. Members of the Board of Trustees shall serve until their successors are duly elected and qualified. The names and addresses of the initial members of the Board of Trustees are:

<u>Name</u>	<u>Address</u>
Robert Zortea	10630 Civic Club Court Jacksonville, FL 32219
Herschel Bessent	7010 Garden Street Jacksonville, FL 32219
Deanna Jarrett	10716 Old Kings Road Jacksonville, FL 32219
Cory Wilson	6756 Trout River Boulevard Jacksonville, FL 32219
Don Dillman	9802 Winston Street Jacksonville, FL 32208

ARTICLE V OFFICERS

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board of Trustees shall be the President, Vice President, Secretary and Treasurer, respectively, of the corporation. The names of the persons who are to serve as officers of the Board of Trustees until their successors in office are duly elected and qualified are:

Chairperson	Robert Zortea
Vice-Chairperson	Herschel Bessent
Treasurer	Don Dillman
Secretary	Deanna Jarrett

ARTICLE VI POWERS

This corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property in conformity with the Discipline; to borrow money, execute notes, bonds, and other evidences of indebtedness and secure the same by mortgage and deeds of trust, annuity bonds and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in its religious, educational, benevolent, or social activities, subject to the provisions of the next succeeding paragraph; and, subject to the provisions of the Discipline, the corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct and for Christian social intercourse, to acquire or build and maintain residences for the use and occupancy of its ministers, and to exercise any power which may now or hereafter be exercised

by a corporation not-for-profit organized under the laws of the State of Florida; provided, however, that the corporation while exercising any one or more powers shall do so exclusively in furtherance of the corporate purpose as described in Article II above.

No part of the income of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Article II above. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII **TERM OF EXISTENCE**

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

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator of this corporation are Jeffrey L. Mc Clendon, 10604 Iowa Avenue, Jacksonville, Florida 32219.

ARTICLE IX **REGISTERED AGENT**

The name of the initial registered agent of the corporation is Jeffrey L. Mc Clendon, whose address is 10604 Iowa Avenue, Jacksonville, Florida 32219, and the initial registered office of the corporation shall be at that address.

ARTICLE X **BY-LAWS**

The By-Laws of the corporation shall be the Discipline.

ARTICLE XI INDEMNIFICATION

In consideration of service to it, the corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a member of the Board of Trustees (a "Board member") or an officer of the corporation, or serves or served any other corporation, entity or organization in any capacity at the request of the Board of Trustees while a Board member or officer of the corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgments, fines or amounts paid in settlement upon approval of the Board of Trustees, including reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such person's service or tenure as a Board member or officer of the corporation.

Such duty to defend, hold harmless and indemnify shall be enforced to the fullest extent permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violation by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrongdoing. Nevertheless, the corporation shall defend the defendant or accused against any claim, demand, suit or prosecution for intentional wrongdoing or such equivalent, including appeal. The defendant or accused, however, shall be required to repay the cost of defending a suit or prosecution for his intentional wrongdoing or such equivalent if held liable by judgment or convicted, after exhaustion or waiver of appeal. No person shall be entitled to indemnification with respect to actions or claims by the corporation or by The United Methodist Church or any of its affiliated conferences, agencies or organizations.

Every indemnitee referred to herein shall give written notice to the Board of Trustees of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board of Trustees in writing, by registered mail, addressed to President of the corporation at the corporate address. The indemnitee agrees to fully cooperate with the corporation in its discharge of its obligations hereunder and to furnish to the corporation all information requested in discharging the corporation's obligations herein stated. In case a claim should be brought or an action filed with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that corporation may employ attorneys of its own selection to appear and defend the claim or action on behalf of the indemnitee at the expense of the corporation as herein required, and the corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof.

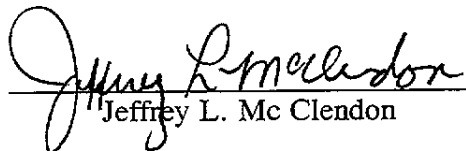
ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended by majority vote of the Board of Trustees at any regular or called meeting in accordance with the Discipline.

ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, all assets remaining after payment of the costs and expenses of such dissolution shall be distributed as provided in the Discipline, among the participating organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or if no such participating organizations then exist, to such other organization or organizations created and operated for non-profit purposes similar to those of the corporation which, at the time of such distribution, are qualified for exemption under Section 501(c)(3) and Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or to the federal government or a state or local government for public purposes, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 31st day of October, 2001, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

 (SEAL)
Jeffrey L. Mc Clendon

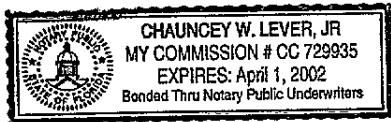
STATE OF FLORIDA


COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of October, 2001,
by Jeffrey L. Mc Clendon. Such person did not take an oath and: *(notary must check
applicable box)*

☒ is personally know to me.
☒ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}




Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT

By: Jeffrey L. McClendon
Jeffrey L. McClendon

Date: October 31, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA