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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Stuart Congregational United Church of Christ Founda

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**ARTICLES OF INCORPORATION
OF
STUART CONGREGATIONAL UNITED
CHURCH OF CHRIST FOUNDATION, INC**

The undersigned subscribers to these Articles of Incorporation do hereby form a corporation not for profit under the provisions of Chapter 617, FLORIDA STATUTES (2002).

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be the STUART CONGREGATIONAL UNITED CHURCH OF CHRIST FOUNDATION, INC.

**ARTICLE II
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE III
PURPOSES**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) organizations. To this end, the corporation shall exclusively provide support for programs, ministries, and other related activities of the Stuart Congregational United Church of Christ; and which fulfill the purposes for which the assets were donated.

Prepared by:
John J. McGlynn III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(772) 287-2600
Fla. Bar No.: 0420948

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This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV MEMBERSHIP

A. The sole class of members of this Corporation shall be all members of the Stuart Congregational United Church of Christ.

B. Rights and Liabilities of Members. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or 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.

ARTICLE V TERM OF EXISTENCE

The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation are filed with the Secretary of State, State of Florida.

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street address of the principal office of this Corporation shall be:

3110 S.E. Aster Lane
Stuart, Florida 34994

The initial name of the registered agent and initial street address of the agent of the Corporation shall be:

RANDALL W. HASE
3110 S.E. Aster Lane
Stuart, Florida 34994

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ARTICLE VIII
INITIAL DIRECTORS

- A. The initial number of Directors of this Corporation shall be five.
- B. The number of Directors may be increased from time to time by By-laws adopted and approved by the membership and shall never be less than five.
- C. The name and street address of the initial members of the Board of Directors, who shall serve until the first meeting of the members of the Corporation at which time their successor or successors shall be elected and qualified:

HOWARD VOSS	579 N.E. Plantation Rd.--S306 Stuart, Florida 34996
CHARLES STRACUZZI	3201 S.E. Court Drive Stuart, Florida 34997
DAVID BUCKEY	2885 S.E. St. Lucie Blvd. Stuart, Florida 34997
DAVID COLLIN	579 N.E. Plantation Rd.--S307 Stuart, Florida 34996
RICHARD PAUL	6925 S.E. Harbor Circle Stuart, Florida 34996

- D. Any Director may be removed from office by the vote of a majority of the members in attendance at any annual or special meeting of the members, for any cause deemed sufficient by such members.

- E. The members of the Corporation shall elect at its first special meeting after the filing of these Articles of Incorporation the persons to serve on the Board of Directors, for a term which shall terminate on the date of the first annual meeting of its members.

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**ARTICLE IX
SUBSCRIBERS TO ARTICLES**

The following are the names and street addresses of the subscribers to these Articles of Incorporation:

HOWARD VOSS	579 N.E. Plantation Rd.-S306 Stuart, Florida 34996
CHARLES STRACUZZI	3201 S.E. Court Drive Stuart, Florida 34997
DAVID BUCKEY	2885 S.E. St. Lucie Blvd. Stuart, Florida 34997

**ARTICLE X
OFFICERS**

A. The Corporation's affairs are to be managed by a President, Vice-President/Treasurer, and Secretary.

B. The initial officers of the Corporation who shall serve until their successor or successors shall have been elected and qualified by the Board of Directors at its first special meeting.

President:	HOWARD VOSS
Vice President/Treasurer:	CHARLES STRACUZZI
Secretary:	DAVID BUCKEY

**ARTICLE XI
BY-LAWS**

The members of this Corporation by a two-thirds (2/3) majority vote of those in attendance at a duly called meeting of its members shall have the power to adopt, amend or repeal By-laws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such By-laws.

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ARTICLE XII CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by Chapter 617, FLORIDA STATUTES, and all of the purposes and objects hereinabove stated, this Corporation shall, to the fullest extent permitted by the provisions of Chapter 617, FLORIDA STATUTES, as the same may be amended or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of the Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

ARTICLE XIII ASSETS DEDICATED TO A CHARITABLE PURPOSE

Upon dissolution, liquidation and termination of the Corporation, the assets of the Corporation shall be distributed to one or more another organizations which is/are exempt under Internal Revenue Code Section 501(c)(3) and which fulfill the purposes for which the assets were donated.

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ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed at a special or annual meeting of the members and approved by a two-thirds (2/3) majority vote of the members in attendance at the special or annual meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 27th day of October, 2003, in the City of Stuart, State of Florida.

Thomas E. Bell
Witness

Josephine Meigs
Witness

Thomas E. Bell
Witness

Josephine Meigs
Witness

Josephine Meigs
Witness

Thomas E. Bell
Witness

Howard S. Voss
By: HOWARD VOSS
Its: President

Charles Stracuzzi
By: CHARLES STRACUZZI
Its: Vice President/Treasurer

David E. Bucky
By: DAVID BUCKEY
Its: Secretary

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STATE OF FLORIDA
COUNTY OF MARTIN

On this 15th day of October, 2003, before me, the undersigned authority, personally appeared, HOWARD VOSS, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



Rosemary Meisenzahl
NOTARY PUBLIC

Print name Rosemary Meisenzahl
My commission expires June 14, 2004

STATE OF FLORIDA
COUNTY OF MARTIN

On this 15th day of October, 2003, before me, the undersigned authority, personally appeared, CHARLES STRACUZZI, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



Rosemary Meisenzahl
NOTARY PUBLIC

Print name Rosemary Meisenzahl
My commission expires June 14, 2004

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FAX AUDIT NUMBER: B03000304760 3

STATE OF FLORIDA
COUNTY OF MARTIN

On this 16th day of October, 2003, before me, the undersigned authority, personally appeared, DAVID BUCKEY, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



Rosemary Meisenzahl
NOTARY PUBLIC

Print name: _____
My commission expires: _____

FAX AUDIT NUMBER: B03000304760 3