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Patricia Pizito

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CUSTOMER: John J. Lancaster, Esq
Clark, Campbell & Mawhinney,
P.a.
Suite 800
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Lakeland, FL 33801

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NAME: BOARD OF TRUSTEES OF THE
GAINESVILLE DISTRICT OF THE
UNITED METHODIST CHURCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
BOARD OF TRUSTEES OF THE GAINESVILLE DISTRICT
OF THE UNITED METHODIST CHURCH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is BOARD OF TRUSTEES OF THE GAINESVILLE DISTRICT OF THE UNITED METHODIST CHURCH, INC. Its address is 509 NE 1st Street, Gainesville, Florida 32601.

ARTICLE II: PURPOSES

The object, general nature, and purpose of this corporation shall be to purchase, sell, convey, transfer, assign, hold title to, maintain, develop and administer District Property for the Gainesville District in accordance with The Book of Discipline of The United Methodist Church and to carry out, maintain, promote the material, social and religious force of The United Methodist Church in the Gainesville District as set forth in the Book of Discipline of The United Methodist Church. It shall have the authority to receive legacies, bequests, and to make trust agreements. It shall have authority to secure by donations, devise, purchase or otherwise, real estate or property of other kinds,

and dispose of it for the use and benefit of The United Methodist Church within the area where it is located and shall have authority to do all acts necessary with respect to the real estate and property not in violation of The Book of Discipline of The United Methodist Church.

It shall report to the annual meeting of the corporation the amount of its receipts and disbursements, and such other items as may be of general interest.

ARTICLE III: MEMBERSHIP

The membership of the corporation shall be the members of the Gainesville District Conference as set forth in The Book of Discipline of The United Methodist Church and the Standing Rules of the Florida Annual Conference.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: ANNUAL MEETING

1. There shall be an Annual Meeting at such date and place as may be designated by the District Superintendent. Notice as to the date and place of such meeting shall be duly made by the District Superintendent to the pastors of the churches of the Gainesville District.

2. Those representatives attending the annual meeting will constitute a quorum.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors shall consist of nine members elected at the annual meeting

from those nominated by the District Superintendent in accordance with The Book of Discipline. Members of the Board of Directors shall either be pastors or members of The United Methodist church of the Gainesville District.

2. All members of the Board of Directors shall be elected for a period of one year, or until their successors have been elected and shall be eligible for re-election. Should a vacancy occur with the Board of Directors, the District Superintendent may appoint a person to fill the vacancy for the unexpired term.

3. The Board of Directors shall meet upon the call of the President, District Superintendent, or at the request of any three members.

4. A majority of the members shall constitute a quorum of the Board of Directors.

5. The Directors who shall serve until their successors are elected are:

- (1) Phyllis H. Brown, P. O. Box 484, Newberry, Florida 32669
- (2) Ed Ott, RR 2, Box 325, Micanopy, Florida 32667
- (3) Andrew Jackson, 925 SE 18th Terrace, Gainesville, Florida 32641
- (4) Jim Cook, 2621 NW 29th Place, Gainesville, Florida 32605
- (5) Nathaniel Douglas, P. O. Box 1237, Hawthorne, Florida 32640
- (6) Frankie Thomas, 1733 NE 4th Avenue, Gainesville, Florida 32641
- (7) Dennis Hansen, 211 NW 28th Terrace, Gainesville, Florida 32607
- (8) Al Voight, 1441 SE 43rd Street, Gainesville, Florida 32641
- (9) Robert Pratt, 13724 S US 441, Micanopy, Florida 32667

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 509 NE 1st Street Gainesville, Florida 32601. Its principal office shall be located at 509 NE 1st Street, Gainesville, Florida 32601. The name of the initial registered agent of this corporation at that address is Geraldine McClellan.

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Andrew Jackson	925 SE 18 th Terrace, Gainesville, Florida 32641

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE VIII: OFFICERS

1. The officers of this corporation shall consist of a President, Vice President, Secretary, and Treasurer. These officers shall be elected from the membership of the Board of Directors.
2. The President shall preside at the annual meeting of the District Board and at all meetings of the Board of Directors, and he shall perform such other functions as are usually incident to his office.
3. The Vice-President shall act in the absence of the President.
4. The Secretary shall keep an accurate record of the annual meeting and of all meetings of the Board of Directors.

5. The Treasurer shall receive all monies and deposit and disburse them as the Board of Directors shall direct. He or she shall keep an accurate account of all monies received and disbursed by him and shall make no payment except on proper order. He shall be bonded in such sum as the Board of Directors may direct. The accounts of the Treasurer shall be opened to the inspection of any member of the Board of Directors, and he shall make a full report at the annual meeting.

6. The officers who shall serve until their successors are elected are:

President	Andrew Jackson
Secretary	Phyllis H. Brown
Treasurer	Ed Ott

ARTICLE IX: TRUSTEES

1. The nine members of the Board of Directors shall serve as the Trustees of the Gainesville District of The United Methodist Church.

2. As Trustees, the Board of Directors shall hold all properties of the District Board in trust for the Board, according to the laws of the State of Florida and the rules and regulations of The Book of Discipline of The United Methodist Church.

ARTICLE X: BY-LAWS

The By-Laws of the corporation shall be established by the Board of Directors, and may be amended by said Board from time to time.

ARTICLE XI: AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of those present at any annual meeting of the District Board upon any amending resolution proposed to them by a majority of the Board of Directors and in accordance with Florida law in effect at the time and The Book of Discipline. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.017.

ARTICLE XII: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof so long as it is in accordance with The Book of Discipline.
7. Make contacts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE XIII: INCORPORATOR

The name and residence address of the incorporator of these Articles of Incorporation is:

Andrew Jackson, 925 SE 18th Terrace, Gainesville, Florida 32641

ARTICLE XIII: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, ANDREW JACKSON, the undersigned subscribing incorporator have hereunto set my hand and seal this 28th day of December 2003, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



ANDREW JACKSON

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That BOARD OF TRUSTEES OF THE GAINESVILLE DISTRICT OF THE
UNITED METHODIST CHURCH, INC., desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation, at the City of
Gainesville, County of Alachua, State of Florida, and has named GERALDINE
MCCLELLAN at 509 NE 1st Street, Gainesville, Alachua County, Florida 32601, as its agent
to accept service of process within this state.


ANDREW JACKSON, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at
the place designated in this certificate, I hereby agree to act in this capacity and agree to
comply with the provision of said act relative to keeping open said office. I am familiar with
and accept the obligations of Florida Statutes, §607.0501.


GERALDINE MCCLELLAN, Registered Agent