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FLORIDA NON-PROFIT CORPORATION

Elizabeth Chapel United Methodist Church, Inc.

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ARTICLES OF INCORPORATION

OF

ELIZABETH CHAPEL UNITED METHODIST CHURCH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned acting as incorporators of a corporation under the Florida Not For Profit Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is Elizabeth Chapel United Methodist Church, Inc.

ARTICLE II - PRINCIPAL OFFICE AND ADDRESS

The principal office address and mailing address of the corporation is 8008 Chumuckla Highway, Pace, Florida 32571.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles of Incorporation.

ARTICLE IV - PURPOSE

(1) The purposes for which the corporation is organized are as more fully set forth in the Discipline of the United Methodist Church, or as may hereafter from time to time, be amended including:

(a) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace.

Stephen R. Moorhead, Esquire
Florida Bar No. 613339
McDonald Fleming Moorhead
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maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.

(b) Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources.

(c) Acquiring, owning, and maintaining real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects.

(d) Doing any and all things necessary or incidental to the accomplishment of such purposes.

(e) All of the above shall be in accordance with the Doctrines, Laws, Usages, Discipline and Ministerial appointments of the United Methodist Church.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section

4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

The corporation shall also have such other powers as are provided for a not for profit corporation under Chapter 617, Florida Statutes, which are not in conflict with the above stated purpose.

ARTICLE V – MEMBERSHIP

The first members of the corporation shall be the present members of Elizabeth Chapel United Methodist Church, an unincorporated association. The conditions and terms of the qualification for membership in the corporation shall be provided for in the Bylaws, and additional members shall be elected as provided for in the Bylaws.

ARTICLE VI – DIRECTORS

The affairs of the corporation shall be managed by a Board of three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors as provided in the Bylaws are:

Robert Conway
3498 Borley Rd.
Pace, FL 32571

Harmon O. Massey, Jr.
P.O. Box 652
Milton, FL 32572

Charles Thames
8197 Tidwell Rd.
Pace, FL 32571

ARTICLE VII REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503. The initial registered agent of the Corporation at that address shall be Stephen R. Moorhead.

ARTICLE VIII INCORPORATORS

The names and residence addresses of the incorporators are:

Robert Conway
3498 Borley Rd.
Pace, FL 32571

Harmon O. Massey, Jr.
P.O. Box 652
Milton, FL 32572

Charles Thames
8197 Tidwell Rd.
Pace, FL 32571

ARTICLE IX - DISTRIBUTIONS ON LIQUIDATION OR DISSOLUTION

In the event of the dissolution of this corporation at any time or for any reason, all of the assets of the corporation shall be given or contributed to the Alabama-West Florida Conference of the United Methodist Church, or its successors, if in existence, and if not to one or more other corporations, associations, entities or institutions which are wholly of a public and nonprofit nature, which are organized and operated exclusively for religious, charitable, scientific, or educational purposes, and which shall at that time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and such contributions shall be made to such corporation, association, entity, and/or institution as may be determined by the Directors.

IN WITNESS WHEREOF, we have subscribed our names this 5th day of September, 2004.


Robert Conway, Incorporator



Harrison Massey, Incorporator


Charles Thames, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for ELIZABETH CHAPEL UNITED METHODIST CHURCH, INC., as set forth in its articles of incorporation. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 13th
day of September, 2004.


STEPHEN R. MOORHEAD

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