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STATE OF TEXAS
COMPTROLLER OF PUBLIC ACCOUNTS

Ava L. Parker

Attorney & Counselor at Law

101 EAST UNION STREET
SUITE 200
JACKSONVILLE, FLORIDA 32202

PHONE: (904) 356-8822
FAX: (904) 353-0252

February 17, 2005

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


Re: The Florida Conference of the African Methodist Episcopal Church, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the above Articles of Incorporations and a check in the amount of \$87.50 (Filing Fee, Certified Copy & Certificate). I also understand that Florida law allows you to backdate the date of filing for five (5) days. Please backdate the filing of the articles to February 14, 2005.

Thanking you in advance for your attention to this matter.

Sincerely,



June Thomas
Assistant to Ava L. Parker

Enclosures

RECORDED
AND
INDEXED

ARTICLES OF INCORPORATION

OF

05 FEB 19 11 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE FLORIDA CONFERENCE OF
THE AFRICAN METHODIST EPISCOPAL CHURCH, INC.**

We, the undersigned subscribers, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, Florida Statutes 617.01 et seq., applicable to corporations not for profit.

ARTICLE ONE - NAME

The name of the corporation shall be:

The Florida Conference of the African Methodist Episcopal Church, Inc.

ARTICLE TWO - ADDRESS

The principal place of business for this corporation shall be:

101 East Union Street, Suite 301
Jacksonville, FL 32202

ARTICLE THREE - PURPOSE

The specific purpose for which the corporation is organized is:

The general purpose of this Corporation shall be to maintain and support the ministry of the African Methodist Episcopal Church; including, for such purposes, the making of distributions to organizations that qualify as exempt 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), and further, to foster religious exercises, and promote the growth and efficiency of the general church and its membership as provided and directed in the bylaws of the Corporation and according to the most current edition of the "Book of Discipline" of the African Methodist Episcopal Church. To accomplish the general purpose of this Corporation, it shall have the power to 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.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR – DURATION

The Corporation shall have perpetual existence.

ARTICLE FIVE – MEMBERSHIP

The membership of this Corporation shall be composed of all Traveling Elders, Deacons, and Licentiates and all Local Elders and Local deacons, President of the Annual Conference Lay Organization, Conference President of the Missionary Society, Conference Director of Christian Education, the Young People's Division Director, together with one lay member from each charge within its bounds as set forth in the most current edition of the "Book of Discipline" of the African Methodist Episcopal Church.

The local churches included in the boundaries of the Florida Conference are as follows:

St. James A.M.E. Church
514 S. 11th Street
Quincy, FL 32351

Old Greenville A.M.E. Church
3761 Lower Boston Road
Thomasville, GA 31757

St. John A.M.E. Church
4445 Bainbridge Road
Quincy, FL 32351

Snow Hill A.M.E. Church
P.O. Box 1360
Quincy, FL 32353

St. James A.M.E. Church
2891 Orange Street
Marianna, FL 32448

McChapel A.M.E. Church
4963 Old U.S. Road
Marianna, FL 32446

Jerusalem A.M.E. Church
2055 Highway 73 South
Marianna, FL 32447

Pope Chapel A.M.E. Church
4028 NW Bethel Road
Bristol, FL 32321

St. Paul A.M.E. Church
1020 River Street
Blounstown, FL 32424

St. Paul A.M.E. Church
81 Avenue 1
Apalachicola, FL 32320

Union Chapel A.M.E.
536 Union Chapel Road
Quincy, FL 32351

St. Rose A.M.E. Church
660 Holmes Court Road
Grandridge, FL 32442

Springfield A.M.E. Church
1104 Clay Street
Tallahassee, FL 32304

St. Peter A.M.E. Church
302 B.W. Roberts Street
Quincy, FL 32351

Bethlehem A.M.E. Church
3100 Lovewood Road
Cottdale, FL 32431

Greenshade A.M.E. Church
P.O. Box 133
Midway, FL 32343

Springfield A.M.E. Church
4194 Union Road
Marianna, FL 32448

Mt. Olive A.M.E. Church
2135 Fairview Road
Marianna, FL 32446

Elizabeth A.M.E. Church
P.O. Box 654
Malone, FL 32445

St. John A.M.E. Church
2201 A.M.E. Road
Campbellton, FL 32426

Mt. Ararat A.M.E. Church
1575 Horizon Loop
Sneads, FL 32460

Pleasant Grove A.M.E. Church
2498 Hwy 162
Marianna, FL 32446

Mt. Sinai A.M.E. Church
574 Rice Road
Chattahoochee, FL 32324

St. Stephens A.M.E. Church
24935 NE Lenzy Reed Road
Grandridge, FL 32445

Greenwood Chapel A.M.E. Church
5426 Fort Road
Greenwood, FL 32443

St. Luke A.M.E. Church
P.O. Box 43
Noma, FL 32452

Shiloh A.M.E. Church
5722 Timberlane Road
Bascom, FL 32423

Magnolia & Antioch A.M.E. Church
715 W. 17th St., Apt 4
Lynn Haven, FL 32444

Allen Chapel A.M.E. Church
500 Guilemard Street
Pensacola, FL 32501

St. Paul A.M.E. Church
P.O. Box 90
Campbellton, FL 32426

Bethel A.M.E. Church
511 Woodland Drive
Pensacola, FL 32503

Henshaw A.M.E. Church
P.O. Box 535
Cottdale, FL 32431

Greater Bethel A.M.E. Church
829 Hamilton Avenue
Panama City, FL 32401

Grant Tabernacle
P.O. Box 370
Chipley, FL 32428

Gregg Chapel A.M.E. Church
34 Carson Drive
Ft. Walton Beach, FL 32548

St. Paul A.M.E. Church
810 Maple Avenue
Panama City, FL 32401

New Bethel A.M.E. Church
P.O. Box 264
Port St. Joe, FL 32456

Greater Bethlehem A.M.E. Church
5299 Richburg Street
Milton, FL 32583

Greater St. Joseph A.M.E. Church
117 Graham Ave
DeFuniak Springs, FL 32433

St. Luke A.M.E. Church
P.O. Box 28
Vernon, FL 32462

Allen Chapel A.M.E. Church
P.O. Box 1554
Lynn Haven, FL 32444

New Bethel A.M.E. Church
U.S. Highway 90 East
Bonifay, FL 32425

Good Hope A.M.E. Church
208 Gulf Beach Highway
Warrington, FL 32507

Mt. Olive A.M.E. Church
1616 Flower Avenue
Panama City, FL 32401

Hurst Chapel A.M.E. Church
707 North "C" Street
Pensacola, FL 32501

St. James A.M.E. Church (Millsville)
1807 East 7th Avenue
Panama City, FL 32401

Mt. Zion A.M.E. Church
502 McDonald Street
Crestview, FL 32536

St. Joseph A.M.E. Church
1401 Monroe Sheffield Rd
Chipley, FL 32428

Arnett Chapel A.M.E. Church
209 S. Duval Street
Quincy, FL 32351

St. Phillip A.M.E. Church
P.O. Box 12696
Tallahassee, FL 32308

St. Hebron A.M.E. Church
P.O. Box 1262
Quincy, FL 32352

Concord A.M.E. Church
6658 Veteran Memorial Hwy
Tallahassee, FL 32309

Mt. Zion A.M.E. Church
223 Mt. Zion Church Road
Havana, FL 32333

New St. John A.M.E. Church
775 Fairbank Ferry Road
Havana, FL 32333

New Bethel A.M.E. Church
P.O. Box 537
Quincy, FL 32351

Steward Temple A.M.E. Church
85 Woodward Road
Quincy, FL 32352

Greater Tanner Chapel
1911 Martin Luther King, Jr. Blvd
Quincy, FL 32351

Salem A.M.E. Church
P.O. Box 407
Greensboro, FL 32330

Bethel A.M.E. Church
P.O. Box 657
Monticello, FL 32344

Mt. Pisgah A.M.E. Church
256 Fairbanks Ferry Road
Tallahassee, FL 32312

Bethelonia A.M.E. Church
8437 Meridian Road
Tallahassee, FL 32312

Oak Grove A.M.E. Church
3510 Atwater Road
Chattahoochee, FL 32324

Palace A.M.E. Church
P.O. Box 619
Havana, FL 32333

Old Bethel A.M.E. Church
P.O. Box 993
Quincy, FL 32353

New Bethel A.M.E. Church
243 Brock Road
Monticello, FL 32344

Friendship A.M.E. Church
5975 Old Bainbridge Road
Tallahassee, FL 32303

New Zion A.M.E. Church
P.O. Box 1217
1197 Spooner Road
Quincy, FL 32353

Mayflower A.M.E. Church
P.O. Box 1197
Havana, FL 32333

Centenary A.M.E. Church
107 W. Notre Dame Street
Monticello, FL 32344

Union Branch A.M.E. Church
Route 4 Box 4939
Monticello, FL 32344

Mt. Pleasant A.M.E. Church
125 Groover Road
Monticello, FL 32344

Fountain Head A.M.E. Church
232 J&J Lane
Mt. Pleasant, FL 32352

Mt. Olive A.M.E. Church
P.O. Box 796
Monticello, Fl 32344

Hopewell A.M.E. Church
6857 Old Havana Highway
Havana, FL 32333

Richbay A.M.E. Church
1460 Richbay Road
Havana, FL 32333

St. Peter A.M.E. Church
4204 Daryl Road
Jacksonville, FL 32203

Shiloh A.M. E. Church
4237 High Bridge Road
Quincy, FL 32353

St. Paul A.M.E. Church
825 Dover Road
P.O. Box 11
Havana, FL 32333

Philadelphia & Ford
Chapel A.M.E. Church
Monticello, FL 32344

Salem A.M.E. Church
5729 Blounstown Road
Graceville, FL 32440

Ebenezer A.M.E. Church
83 Bradwell Road
Quincy, FL 32351

Galilee A.M.E. Church
1501 Lutterloh Road
Tallahassee, FL 32305

Bethel A.M.E. Church
501 West Orange Ave.
Tallahassee, FL 32310

Allen Chapel A.M.E. Church
142 North Grand Street
Greenville, FL 32331

New Mt. Zion A.M.E. Church
1401 Old Bainbridge Road
Tallahassee, FL 32303

Jeslamb A.M.E. Church
1454 S.W. County Road 242 A
Lake City, FL 32025

Fountain Chapel A.M.E. Church
821 Eugenia Street
Tallahassee, FL 32310

Mt. Zion A.M.E. – Cherry Lake
Route 3 Box 1475
Madison, FL 32340

Stewart Memorial A.M.E. Church
P.O. Box 624
Perry, FL 32348

Union Hill A.M.E. Church
P.O. Box 93
Wacissa, FL 32361

Flipper Chapel A.M.E. Church
708 West Osceola Street
Tallahassee, FL 32310

Mt. Ararat A.M.E. Church
167 Floyd Allen Drive
Monticello, FL 32344

Mt. Zion A.M.E. Church
518 West Dade Street
Madison, FL 32340

Mt. Sinai A.M.E. Church
5998 Apalachee Pkwy
Tallahassee, FL 32311

St. Paul A.M.E. Church
9469 Road to the Lake
Tallahassee, FL 32317

Union Bethel Circuit A.M.E. Church
751 Eagle View Drive
Tallahassee, FL 32311

Anderson Chapel A.M.E. Church
P.O. Box 37235
Tallahassee, FL 32315

Aucilla Circuit A.M.E. Church
4811 Fairbanks Ferry Rd
Havana, FL 32333

St. Phillip A.M.E. Church
08 Phillip Road
Monticello, FL 32344

Mt. Nebo A.M.E. Church
1203 S.E. Stephens St.
Madison, FL 32040

New St. John A.M.E. Church
P.O. Box 6625
Tallahassee, FL 32314-6625

High Antioch A.M.E. Church
Route 3 Box 1101
Madison, FL 32340

Mt. Pisgah A.M.E. Church
P.O. Box 7452
Tallahassee, FL 32314

Springhill A.M.E. Church
4030 W.L. Hudson Circle
Tallahassee, FL 32305

Little Bethel A.M.E. Church
P.O. Box 601
Perry, FL 32348-0601

Brim Fountain A.M.E. Church
P.O. Box 1012
Crawfordville, FL 32326-1012

Mt. Olive A.M.E. Church
P.O. Box 734
Carrabelle, FL 32322-0734

St. Matthew A.M.E. Church
9261 Road to the Lake
Tallahassee, FL 32311

Mt. Zion A.M.E. Church
184 Steele Road
Monticello, FL 32344

Macedonia A.M.E. Church
3761 Lower Boston Road
Thomasville, GA 31757

St. Thomas A.M.E. Church
Route 4 Box 1569
Madison, FL 32340

Lloyd Circuit A.M.E. Church
1734 Pinney Wood Road
Monticello, FL 32344

ARTICLE SIX – SUBSCRIBERS

The names and the addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Bishop McKinley Young	101 E. Union Street, Ste. 301 Jacksonville, FL 32202
Presiding Elder Thomas DeSue	1690 Ribault Scenic Drive Jacksonville, FL 32208
Presiding Elder Ralph Wilson	Route 4 Box 1590 Madison, FL 32340

ARTICLE SEVEN – MANAGEMENT

The affairs of the Corporation are to be managed by a Board of Trustees, which shall have as its Presiding Officer, a Chairman of the Board who shall be the Presiding Bishop of the 11th Episcopal District of the African Methodist Episcopal Church. Other officers shall be appointed or selected in accordance with provisions of the most current edition of the “Book of Discipline”. At its annual regular meeting as prescribed in the A.M.E. Church “Book of Discipline” on a date as set by the Chairman of the Board of Trustees, the membership shall meet for the purpose of selecting new trustees.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. 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 candidates 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 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).

ARTICLE EIGHT- MANAGEMENT OF CORPORATE AFFAIRS

The Board of Directors that may also be referred to as a Board of Trustees shall include the following officers: Chairman, First Vice Chair, Second Vice Chair, Secretary and Treasurer, and such other officers as the by-laws of this corporation may authorize. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors/Trustees consisting of not less than three (3) persons.

No person shall be selected as a Director or Trustee who is not at least eighteen (18) years of age and who has not been a member of the church for six (6) months preceding his selection. The manner of selection shall be as provided in the bylaws of the Corporation and in conformity with the most current edition of the “Book of Discipline” of the African Methodist Episcopal Church.

The names and addresses of the officers of the Board of Directors/Trustees are as follows:

Chairman/Director:	Bishop McKinley Young	101 E. Union Street, Ste. 301 Jacksonville, FL 32202
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1 st Vice Chair/Director:	John Love	P. O. Box 1554 Quincy, FL 32353
2 nd Vice Chair/Director:	David Rhone	1504 Clay Avenue Panama City, FL 32401
Secretary/Director:	Judith E. Hollinhead	511 Woodland Drive Pensacola, FL 32503
Asst. Secretary/Director:	Lula Wilson	P. O. Box 1-31 Port St. Joe, FL 32457

The names of the persons who are to serve as initial Directors/Trustees of the Corporation until the first election are as follows:

Presiding Elder J. Leander Byrd	Sister Louvenia E. Sailor
Presiding Elder R. L. Wilson	Sister Shelanda Shaw
Residing Elder H. R. Griffin	Sister Phyllis Green
Presiding Elder G. T. Barkley	Sister Judith E. Hollinhead
Reverend Dr. John Green	Brother George Stakley
Reverend Dr. Mark L. Crutcher	Brother Raymond Jackson
Reverend Johnny Stallworth	Presiding Elder Oscar C. Williams
Reverend Carlton Taylor	Reverend Charles Cloy
Reverend Lee Plummer	Reverend Calvin Griffin
Reverend Willie E. Hagan	Reverend David Rhone
Reverend Clifton Riley	Sister Lula Wilson
Reverend Melvin Bell	Sister Kimberly Clark
Reverend Helen Johnson-Robinson	Sister Barbara Patterson
Brother John W. Love	Sister Dorise Griffin
Brother Donald L. Russell	Reverend Charles Flowers
Brother Harry K. Holt	Reverend Gregory Hodges
Sister Beulah Gregory	Sister Elease Varner
Sister Bettye D. Bryant	Sister Norma Merritt
Sister Florence Murphy	Sister Queen Brown
Sister Betty Bradwell	

ARTICLE NINE – REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

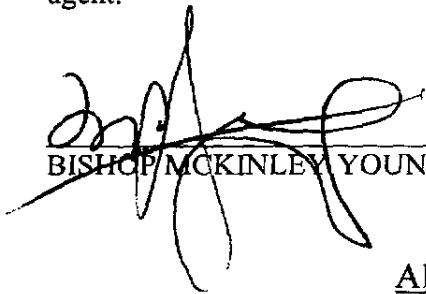
1. The name of the corporation is:

Florida Conference of the African Methodist Episcopal Church, Inc.

2. The name and address of the registered agent and office is

Bishop McKinley Young
101 East Union Street
Suite 301
Jacksonville, Florida 32202

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.



BISHOP MCKINLEY YOUNG

ARTICLE TEN – BYLAWS

Bylaws of the Corporation may be made, altered, or rescinded by the members of the corporation at any regular meeting with a majority of the membership present, but said bylaws shall be in conformity with the most current edition of the “Book of Discipline” of the African Methodist Episcopal Church. There shall be a minimum of one regular meeting of the membership per year as provided in the Book of Discipline of the African Methodist Episcopal Church. Provision for additional regular meetings or special meetings may be made in the bylaws of the Corporation and shall be in conformity with the most current edition of the “Book of Discipline” of the African Methodist Episcopal Church.

ARTICLE ELEVEN – AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted by the members of the corporation at any meeting called pursuant to Article 11.

ARTICLE TWELVE – CORPORATE SEAL

All legal instruments of the Corporation shall be signed by the Chairman of the Board of Trustees, or his designee, sealed with a corporate seal and attested to by the

Secretary of the Board of Trustees or in such other manner as may be authorized by Florida laws applicable to corporation not for profit.

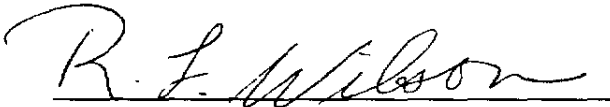
ARTICLE THIRTEEN – DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to another Annual Conference of the African Methodist Episcopal Church, for disposition as provided in the most current edition of the "Book of Discipline" of the African Methodist Episcopal Church. The alternative and in accordance with the provisions of the most current edition of the "Book of Discipline" of the African Methodist Episcopal Church, upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the 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 purpose.

14 The undersigned subscriber has executed these Articles of Incorporation this day of February, 2005.


Bishop McKinley Young


Presiding Elder Thomas DeSue


Presiding Elder Ralph Wilson