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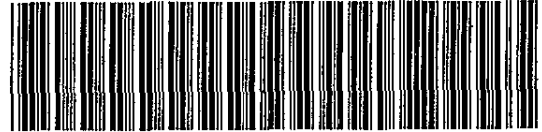
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3-3-09

**ROBERT E. DREHER**  
35 WATERGATE DRIVE, Ste. 701  
SARASOTA, FL 34236

February 23, 2005

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

In Re: Filing Articles of Incorporation

Please find for filing in your office the Articles of Incorporation of a new Not-For-Profit Corporation, CHRIST CHURCH OF LONGBOAT KEY, INC., together with check for the filing fee of \$78.75. Please file stamp and return the extra copy of this letter.

I trust this filing is in order. If questions please contact me at 941-308-1551, or 941-383-2772.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Robert E. Dreher", written in a cursive style.

ROBERT E. DREHER

**ARTICLES OF INCORPORATION  
OF  
CHRIST CHURCH OF LONGBOAT KEY, INC.**

**ARTICLE I**

Name and address

The name of this Not-For-Profit Corporation is **CHRIST CHURCH OF LONGBOAT KEY, INC.** Its initial street and mailing address is: 3471 Bayou Sound, Longboat Key, FL 34228.

**ARTICLE II**

Purpose

The purpose of this Not-For-Profit corporation shall be to operate and conduct a church whose services are based on Christian principles available to all members of the public affirming adherence to those principles as provided in the Bylaws to be adopted and maintained by the Board of Governors. Its Church shall provide a place for study and teaching of Christian principles; to foster the spirit of Christian Fellowship in and out of community life; to practice benevolence in areas of human need; to develop responsible citizenry; and to promote and unify all desirable efforts for the good of mankind.

**ARTICLE III**

Powers

Subject to any limitations imposed by law, and such limitations as are imposed by these Articles of Incorporation, and solely in furtherance of, but not in addition to the purposes stated in ARTICLE II hereof, the Corporation shall have and exercise all the powers specified in Chapter 617 of the Florida Statutes, as now and as hereafter amended. Notwithstanding any other provisions of law or these Articles of Incorporation or the Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a religious Corporation exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of the United States, or any enactment amending or re-codifying said Section and interrelated provisions.

**ARTICLE IV**

Use of Income and Assets

All revenue, income, money, or other assets received in the course of the conduct of the affairs of this corporation, shall be used and employed in religious, educational, charitable

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

and benevolent work, and not for the benefit of the members of the Church, individually or collectively, except that reasonable compensation based on local community standards of reasonableness may be paid for services actually rendered to, or for the Corporation in effecting one or more of its purposes. No member, governor, or officer of the Corporation, or any other person or entity shall be entitled to share in the distribution of any of the corporate assets. Upon abandonment of the purposes of the Corporation or upon its dissolution, all of its assets shall be distributed exclusively to organizations which would then qualify under Section 501 (c)(3) of the Internal Revenue Code, as now in effect or as hereafter it may be amended or re-codified .

## **ARTICLE V**

### **Qualifications for Membership**

All persons who desire membership in this Church upon conforming to the provisions of the Bylaws relating to membership shall be qualified for membership and become a Regular Member. Any person who is in good standing in another church may become an Associate Member and retain membership in such other church. Each Class shall have equal rights and privileges in this Church.

## **ARTICLE VI**

### **Voting Rights of Members**

Section 1. Eligible Members shall vote at each Annual Meeting on the election of members to the Board of Governors who are duly nominated for election at each such Annual Meeting, and at any special meeting of members at which the election of directors may be ordered by the Board of Governors. Interim vacancies occurring on the Board of Governors shall be filled as provided in the Bylaws.

Section 2. Eligible Members shall vote on the employment or termination of the Senior Minister, but not on the employment or termination of any interim minister, or assistant. The Bylaws shall cover all details of the procedures to be followed in the employment and discharge of all ministers. The Bylaws may provide for written contracts that may expire by their contractual provisions or by non-renewal by either party, without a vote of the membership. If no written contract is proposed for the Senior Minister, that minister shall be called for an indefinite term.

Section 3. Eligible Members shall vote on the adoption of all amendments to these Articles of Incorporation. All amendments, however suggested, shall be submitted for a membership vote only after being considered by, and recommended for adoption, or rejection, or without recommendation, by the Board of Governors.

Section 4. Eligible Members shall also vote (a) on all matters submitted to them by the Board of Governors for a vote which shall be accompanied by the Board's recommendation for

adoption or rejection, or without recommendation, and (b) those matters that are specifically required by a Florida law or a Federal law to be voted on by the Members, also accompanied by the Board's recommendation for adoption or rejection, or without recommendation.

**Section 5. To be eligible to vote:**

(a) a member must have been a member, Regular or Associate, for at least six months prior to the Record Date. The Record Date shall be that date which occurs 21 days before the date on which the meeting shall be held. At the end of the Record Date the Membership List shall be closed for the purpose of determining all members' eligibility to vote, and

(b) each otherwise eligible member shall have made contributions of money, negotiable securities, or real property having a value totaling at least \$100.00, or more during the twelve month period preceding the date of closing of the Membership List. The Bylaws shall contain procedures for implementing this Section.

**Section 6.** Members otherwise eligible to vote, may vote by proxy under Rules and Regulations governing proxy voting prescribed in the Bylaws. Proxies are valid for only one meeting of members, and expire at the adjournment of the meeting for which given.

**Section 7.** The vote of a majority of those present in person, or by proxy if and when authorized, shall ordinarily be the act of the Corporation, except in those instances when a different percentage is specified by law, these Articles of Incorporation or the Bylaws.

## **ARTICLE VII**

### **Term of Existence**

This corporation shall have perpetual existence.

## **ARTICLE VIII**

### **Government**

**Section 1.** Except for the provisions of ARTICLE VI, all corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board of Governors and in conformity with these Articles of Incorporation and the Bylaws enacted by its Board of Governors. The Board shall be constituted and elected as provided in the By-Laws. Until the Bylaws shall have been established, the following named persons shall constitute the original Board of Governors, to wit:

1. For terms expiring upon the election of their successors at the Annual Meeting of the Corporation in January 2006:

Robert Dreher  
Connie Willis  
Hal Gillihan

2. For terms expiring upon the election of their successors at the Annual Meeting of the Corporation in January 2007:

Carol Falk  
William Buckley  
Jill Wilson

3. For terms expiring upon the election of their successors at the Annual Meeting of the Corporation in January 2008:

John Dixon  
Richard Withington  
George Rauch

Section 2. The Corporation shall be autonomous and not subject to any ecclesiastical authority, but may affiliate with other religious organizations so long as its autonomy is preserved. This Article cannot be amended except by a two-thirds vote of all members eligible to vote, at a duly called meeting, voting in person or by proxy.

Section 3. The officers of the Corporation shall be designated and elected or appointed, as the case may be, as provided in the Bylaws. The President shall be the Chief Executive officer of the Corporation, and shall preside at all meetings of the Members and Board of Governors.

## **ARTICLE IX**

### **The Church Staff**

Section 1. The church staff shall consist of a Senior Minister and such other ordained ministers, if any, as the Board of Governors, on their own initiative, shall authorize and employ from time to time.

Section 2. The Senior Minister selection and termination process shall be provided for in the Bylaws. In any case, the final decision to call or discharge a Senior Minister shall be made by a two-thirds or more vote of eligible voting members at a meeting to be called by the Board of Governors.

Section 3. Duties to be performed by all ministers shall be as prescribed by the Board of Governors from time to time, and may evidenced by a written agreement where deemed desirable.

## ARTICLE X

### Meetings of Members

Section 1. In General. The Corporation shall hold an Annual Meeting in the month of January on a date fixed by the Board of Governors for each year, for the receipt of reports from the Senior Minister, other Ministers if desirable, the Treasurer, other Church officers, and Chairpersons of Standing Committees; the election of members of the Board of Directors whose terms will have expired when their successors are elected, and to fill vacancies occurring in the membership of the Board of Governors occurring less than two months before the Annual Meeting. The Bylaws or Board of Governors may provide for the addition of other items of business to be placed on the agenda for consideration and action.

Section 2. Special Meetings of Members. Special meetings of the Members shall be called by the Board of Governors to consider and take action on all matters which these Articles of Incorporation or the Bylaws require a vote for adoption by eligible voting members. The Bylaws may provide that specified Officers and a specified number or percentage of members may also call special meetings under specified conditions and the manner and method of doing so.

## ARTICLE XI

### Bylaws

Section 1. Authority. The Board of Governors shall be authorized to make, alter, or rescind such Bylaws (not inconsistent with these Articles of Incorporation or Florida law) as it may deem proper and advisable, for the conduct of the affairs of the Corporation. Such Bylaws shall be made, altered or rescinded upon a two-thirds vote of the Board members present and voting, at any regular or special meeting of the Board, provided that notice of such action has been given the members of the Board at least two weeks prior to the meeting at which consideration is to be given. Amendments to any proposal which are germane to its subject matter may be considered and made at the same meeting.

Section 2. Requirements for Notices Of All Meetings. The Bylaws shall provide that the Notices of all meetings of the Members and of the Board of Governors shall meet certain specified requirements for disclosure of the source or sources of the proposal, the purpose of each proposal, the time and place of the meeting, and all other information deemed necessary to acquaint the recipient of the notice with information to make an informed judgment on the merits of each proposal.

**ARTICLE XII**  
**Amendments**

These Articles of Incorporation may be altered, changed, or amended by the voting members of the Corporation at any regular or special meeting, called as provided herein and the Bylaws, provided that notice of such action has been given to the voting members at least two weeks prior to the meeting. All such proposed alteration, changes or amendments to these Articles must received the affirmative vote of two-thirds of the members present and voting at such meeting (1) in person or (2) by proxy, if authorized by the Bylaws. All amendments must be initiated by the Board of Governors, or by not less than twenty percent of the voting members acting in conformity with procedures prescribed in the Bylaws.

**ARTICLE XIII**  
**Initial Registered Agent and Address**

The name and Florida Street Address of the initial Registered Agent are:

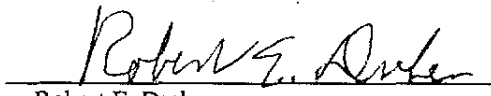
Richard Withington, 7 Winslow Place, Longboat Key, FL, 34228

**ARTICLE XIV**  
**Incorporator**

The name and address of the Incorporator to these Articles of Incorporation are:

Robert E. Dreher, The Tower Residences, Ste. 701, 35 Watergate Drive, Sarasota, FL  
34236-3500

Signature of Incorporator

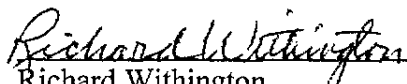
  
Robert E. Dreher

2/23/05

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above named 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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated at Longboat Key, Florida, February 23, 2005.

  
Richard Withington

7 WINSLOW PLACE  
LONGBOAT KEY, FL 34228