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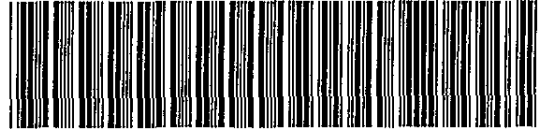
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REGISTRY OF STATE  
TALLAHASSEE, FLORIDA

05 APR 18 PM 3:27

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T. Burch APR 18 2005

**TAYLOR & VAN MATRE, P. A.**

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD

MADISON PARK TOWNOFFICES

SUITE 16

**PENSACOLA, FLORIDA 32503**

JAMES C. TAYLOR  
THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9396  
PENSACOLA, FLORIDA 32513-9396  
(850) 474-1030  
FAX (850) 479-4480  
tvm@tvm-law.com

April 15, 2005

Corporate Records Bureau  
Division of Corporations  
Department Of State  
Post Office Box 6327  
Tallahassee, FL 32301

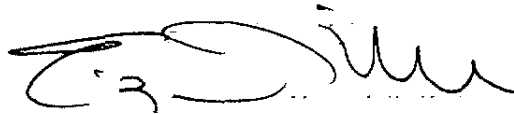
RE: Saint Andrew United Methodist Church Incorporated  
Our File: CTB-808

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$78.75 to cover the filing fee, designation of and acceptance by registered agent fee, and the certified copy fee.

Yours truly,



ELIZABETH F. MILLER, CLA  
Certified Legal Assistant

Enclosures

cc: Saint Andrew United Methodist  
Church Incorporated.

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**ARTICLES OF INCORPORATION**

05 APR 18 PM 3: 27

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SAINT ANDREW UNITED METHODIST CHURCH INCORPORATED  
(A Corporation Not For Profit)**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE I - NAME**

The name of the Corporation is as follows: SAINT ANDREW UNITED METHODIST CHURCH INCORPORATED.

**ARTICLE II - ADDRESS**

The address of the principal office and the mailing address of the corporation are: 836 Michigan Avenue, Pensacola, Florida 32505.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5605 Talquin Avenue, Pensacola, Florida 32526. The name of its initial registered agent at that address is: JOHNNY W. JOHNSON.

**ARTICLE IV - NO MEMBERS**

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**ARTICLE V - NOT FOR PROFIT**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its trustees or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under the Articles, under law and under 26 U.S.C.A. § 501(c)(3).

## **ARTICLE VI - DURATION**

The duration (term) of the Corporation is perpetual.

## **ARTICLE VII - PURPOSES**

The Corporation is organized, and shall be operated exclusively for religious, charitable, and educational purposes, including but not limited to business and activities as a Church.

## **ARTICLE VIII - POWERS**

Solely for the above purposes, the Corporation shall have the following powers:

A. Conduct any religious and Church business and activities.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

## **ARTICLE IX - LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), trustees or officers, but 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 VII (Purposes) of these Articles.

## **ARTICLE X - TAX EXEMPT STATUS**

It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization

described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### **ARTICLE XI - DISSOLUTION**

On 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, distribute all of the assets of the Corporation exclusively for religious, charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of trustees shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any Court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the Court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

#### **ARTICLE XII - BOARD OF TRUSTEES**

There shall be a board of trustees consisting of at least five (5) individuals. The initial trustees are elected by the incorporator. After that, each trustee shall be elected by majority vote of the board of trustees in the manner and at the times set forth in the bylaws. Any trustee may be removed by the affirmative vote of at least two-thirds (2/3) of the board of trustees.

#### **ARTICLE XIII - OFFICERS**

The trustees of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of trustees. Each officer shall be elected by majority vote of the board of trustees (and may be removed by majority vote of the board of trustees) at such a time and in such a manner as may be prescribed by the bylaws or by law. The following are the initial officers of the Corporation:

<b><u>NAMES</u></b>	<b><u>ADDRESSES</u></b>	<b><u>OFFICE</u></b>
Hank Holland	5740 Talquin Avenue Pensacola, Florida 32526	Chair of Finance Trustee

<b><u>NAMES</u></b>	<b><u>ADDRESSES</u></b>	<b><u>OFFICE</u></b>
Johnny W. Johnson	5605 Talquin Avenue Pensacola, Florida 32526	Pastor/CEO Trustee
Patton Nevels	2501 Sea Robin Road Pensacola, Florida 32526	Chair of Administration/ Council/Trustee
Linda Webb	2679 Tinoso Lane Pensacola, Florida 32526	Treasurer/Trustee
John King	6022 Chicago Avenue Pensacola, Florida 32526	Chair of Trustees/ Trustee

#### **ARTICLE XIV - INCORPORATOR**

The name and street address of the incorporator is as follows: JOHNNY W. JOHNSON, 5605 Talquin Avenue, Pensacola, Florida 32526.

#### **ARTICLE XV - BYLAWS**

The bylaws of the Corporation are to be made and adopted by the board of trustees, and may be altered, amended, or rescinded by the board of trustees.

#### **ARTICLE XVI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

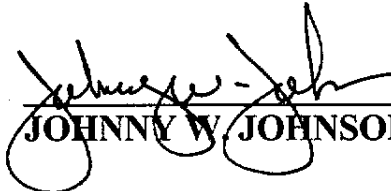
#### **ARTICLE XVII - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each trustees and officer, including former trustees and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **ARTICLE XVIII - COMMENCEMENT OF CORPORATE EXISTENCE**

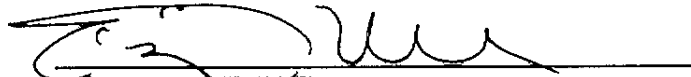
The date when corporate existence shall commence is the date the Secretary of State of the State of Florida accepts and files these Articles of Incorporation.

IN WITNESS, the undersigned incorporator has signed these Articles of Incorporation on the 14 day of April, 2005.

  
\_\_\_\_\_  
JOHNNY W. JOHNSON, PASTOR/CEO

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by JOHNNY W. JOHNSON, Pastor/CEO, of SAINT ANDREW UNITED METHODIST CHURCH INCORPORATED, who is personally known to me or who produced FL Driver's license as identification, this 14<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC

Elizabeth F. Miller  
Notary Public - State of Florida  
My Commission Expires - June 15, 2008  
My Commission No. - DD301908

**CERTIFICATE OF DESIGNATING AND ACCEPTANCE BY  
REGISTERED AGENT**

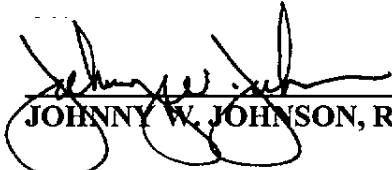
Pursuant to the provisions of Florida Statutes § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation: SAINT ANDREW UNITED METHODIST CHURCH INCORPORATED.

2. Name and address of the Registered Agent and Office: JOHNNY W. JOHNSON, at 5605 Talquin Avenue, Pensacola, Florida 32526.

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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: 4/14/05

  
\_\_\_\_\_  
JOHNNY W. JOHNSON, Resident Agent

FILED  
05 APR 18 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA