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FLORIDA NON-PROFIT CORPORATION

South Central District, Florida Annual Conference

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ARTICLES OF INCORPORATION OF
SOUTH CENTRAL DISTRICT, FLORIDA ANNUAL CONFERENCE,
UNITED METHODIST CHURCH, INC.

A Florida Not For Profit Corporation

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a Florida not-for-profit corporation, with no stock issued or to be issued and with no members, all in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be SOUTH CENTRAL DISTRICT, FLORIDA ANNUAL CONFERENCE, UNITED METHODIST CHURCH, INC. (the "Corporation").

ARTICLE II

CORPORATE OFFICE/REGISTERED OFFICE

The street address and mailing address of the initial corporate office of this Corporation is 303 N. Evers Street, Plant City, Florida 33563.

The name of the initial registered agent of this Corporation is Randolph J. Rush, an attorney-at-law and member in good standing of the Florida Bar. The street address of the initial registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789.

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ARTICLE III

PURPOSE

The general nature of the purpose of this Corporation shall be to conduct the affairs of a District of the Florida Annual Conference of the United Methodist Church. The activities of the Corporation shall be defined and limited by *The Book of Discipline of the United Methodist Church* as it now exists and may hereafter be modified, and by the actions of the Florida Annual Conference of the United Methodist Church.

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 support the doctrine of the United Methodist Church as set forth in *The Book of Discipline of the United Methodist Church*, as amended and updated. The Corporation, and all its property, both real and personal, shall at all times be subject to the laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline of the United Methodist Church*.

Subject to the restrictions and limitations herein set forth, the Corporation shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the

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distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its directors, officers or other private persons.

ARTICLE IV

EFFECTIVE DATE AND TERM

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

MEMBERS

There shall be no members of the Corporation. The affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE VI

BY-LAWS

The power to adopt, alter, amend or repeal By-laws of this Corporation is exclusively vested in the Board of Directors of this Corporation.

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ARTICLE VII

BOARD OF DIRECTORS

A Board of Directors composed of no less than five (5) persons shall set policy and shall guide the work of the Corporation. The initial members of the Board of Directors shall be elected by the Annual Conference of the Florida Annual Conference of the United Methodist Church. Thereafter, the number of Directors and the manner of election of Directors shall be set forth in the Bylaws. The Board of Directors shall meet at such times as they may elect but no less than annually and at other times upon the call of a member of the Board of Directors.

ARTICLE VIII

OFFICERS

The Board of Directors shall annually elect from among its members a President and a Treasurer and such other officers as are deemed necessary by the Board of Directors. The Board of Directors shall also elect a Vice President and a Secretary, who may or may not be a member of the Board of Directors. These officers shall fulfill the functions generally associated with their offices and as set forth in the Bylaws, and such other functions as are assigned to them by the Board of Directors, provided, however, that the Vice President shall have in addition to the customary duties of a Vice President particular focus on the work of church extensions, including the commencement and early nurture of new churches.

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ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a meeting of the Board of Directors by no less than sixty percent (60%) of the Directors present at such meeting following no less than ten (10) days written notice of the meeting specifying the proposed amendment; provided, however, that the Articles may be amended by unanimous written consent of the Board of Directors consenting to such amendment to these Articles of Incorporation. However, no amendment shall occur without the prior consent of the Bishop assigned to the Florida Conference of the United Methodist Church.

ARTICLE X
MISCELLANEOUS

Section 1. Neither the directors nor the officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any director or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.

Section 2. The Corporation shall have no capital stock.

Section 3. This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, and as the same may be amended.

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Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of

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the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the Corporation exclusively

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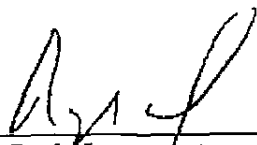
for the purposes of the Corporation in such manner as provided in *The Book of Discipline of the United Methodist Church* so long as such assets are distributed to an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or if such Book of Discipline shall not be in effect, then to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court 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 purposes.

ARTICLE XII

INCORPORATOR

The name of the Incorporator signing these Articles is Randolph J. Rush and his address is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of May, 2005.




Randolph J. Rush, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Randolph J. Rush
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

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