

ARTICLES OF INCORPORATION

OF

SAINT PHILLIPS EPISCOPAL METHODIST CHURCH, INC.
(A corporation not for profit)

FILED
05 NOV 23 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is **SAINT PHILLIPS EPISCOPAL METHODIST CHURCH, INC.**

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 2322 St. Marks Street, Tallahassee Florida.

ARTICLE III
PURPOSE

This Corporation is organized to continue, control and maintain the church formerly known as the unincorporated Saint Phillips Episcopal Methodist Church and property located in Tallahassee Florida; establish and maintain other churches; to further religious and other charitable work; to conduct and maintain divine worship and religious observation; to adopt bylaws and make all rules and regulations deemed necessary and expedient for the management of this corporation; to build, buy, sell, transfer, own, owe, mortgage or otherwise encumber, lease buildings or property and properly maintain a place of worship; to associate with any other organization or group where God may lead us.

The general purpose for which this Corporation is formed to operate exclusively for such purposes as will qualify it as an exempt organization under *section 501(c) (3) of the Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws, including for such purposes, making distributions to organizations which qualify as tax exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or other wise in any political campaign on behalf of any candidate for public office.

ARTICLE V OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President--Otis Dixon, Jr.	901 Carver Street Tallahassee, Fl.
Vice President--P.C. McCloud	420 Great Lakes St. Tallahassee, Fl
Secretary/ Treasurer --Otis Dixon, III	707 Carver Tallahassee, Fl.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 901 Carver Street, Tallahassee, Florida 32310, and the name of the initial registered agent of this corporation at that address is Otis Dixon, Jr.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Otis Dixon, Jr.	901 Carver Street Tallahassee, Florida

**ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS**

Board of Trustees: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of the Trustees of the Corporation shall be not less than three (3).

Trustees named herein shall be the first Board of Trustees. The Trustees shall hold office until the first meeting of the members, at which time an appointment of trustees shall be conducted. The first meeting shall be held December 4, 2005.

Trustee	Address
Otis Dixon, Jr.	901 Carver Street Tallahassee, Fl.
P.C. McCloud	420 Great Lakes St. Tallahassee, Fl
Otis Dixon, III	707 Carver Tallahassee, Fl

Annual meetings shall be held after church services on the first Sunday of each year at the principal location of the Corporation, or at such place as the Board of Trustees may designate from time to time.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent to such action. Such consents shall be filed with the minutes of the proceedings of the Board and such action by consent shall have the same force and effect as if taken by unanimous vote of the Trustees.

The Board of Trustees shall elect the corporate officers.

**ARTICLE VIII
DEDICATION OF ASSETS**

The property of this Corporation granted to Will Thomas, Dan Thomas and Judge McKinney, Samuel McKinney, Robert Knight and Peter Thomas, Trustees of the Saint Phillips Episcopal Methodist Church, located in Tallahassee Florida and all subsequently acquired property, is irrevocably dedicated to religious or charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XI
DISTRIBUTION OF ASSETS**

Upon the dissolution or the winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debt and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for religious or educational purposes and which has established its tax exempt status under *section 501 (c) (3) of the Internal Revenue Code of 1954*, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Articles may be amended at any time by a majority vote of the Trustees.

**ARTICLE XII
DURATION**

The existence of the Corporation is perpetual unless dissolved pursuant to law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: _____, 2005

By Otis Dixon, Jr.
Printed Name Otis Dixon, Jr.
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

05 NOV 23 AM 9:30

In compliance with Section 48.091, Florida Statutes, the following is submitted to the
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First, that Saint Phillips Episcopal Methodist Church Inc. desiring to organize or qualify under the laws of the State of Florida, has named Otis Dixon, Jr. located at 901 Carver Street, Tallahassee, Florida, as its agent to accept service of process within Florida.

Dated: _____, 2005

By Otis Dixon Jr.
Otis Dixon, Jr.
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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: _____, 2005

By Otis Dixon Jr.
Otis Dixon, Jr.
Registered Agent