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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE SPRING OF LIFE UNITED METHODIST CHURCH, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
THE SPRING OF LIFE UNITED METHODIST CHURCH, INC.  
A Not-For Profit Corporation**

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

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**ARTICLE 1. NAME**

The name of the corporation shall be THE SPRING OF LIFE UNITED METHODIST CHURCH, INC., a not-for-profit corporation, with its principal place of business located at 11101 Moss Park Road, Orlando Florida, 32832.

**ARTICLE II. PURPOSE**

The corporation (hereinafter sometimes referred to as "The Church," is to serve as a local congregation of the United Methodist Church. Generally stated, the purpose of The Church shall be to promote the Christian faith, to educate people locally and globally in the Christian faith, to conduct Christian worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of the church across the world. As a part of the connectional body of United Methodists, The Church 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, and the corporation, and all its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church in a

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manner consistent with *The Book of Discipline of the United Methodist Church*.

#### **ARTICLE 111. POWERS**

Unless restricted or otherwise directed by *The Book of Discipline of the United Methodist Church*, this corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated, provided however, all real property shall be acquired and held subject to the applicable trust clauses and other provisions and requirements as contained in *The Book of Discipline of the United Methodist Church*;
- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;
- (f) To invest and reinvest its funds in a manner which advances the purposes of The Church, and take and hold real and personal property as security for the payment of funds so

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loaned or invested, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(g) To establish foundations and trusts for the benefit of advancing the interests and purposes of The Church, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(i) To organize and to elect persons to assume and discharge the responsibilities and to conduct the affairs of the corporation, all in a manner not inconsistent with *The Book of Discipline of the United Methodist Church*.

(j) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(k) To hire, to pay salaries and establish benefit plans for employees; provided, however, the corporation shall have the power to condition initial and continued employment on a requirement that employees profess and advance the cause of the Christian faith;

(l) To accept gifts and benevolences and to otherwise raise funds;

(m) To provide training in the Christian faith, including but not limited to the operation of preschools, kindergartens, schools, and centers for child care;

(n) To sponsor and operate programs which provide social services to the community;

(o) To take such action as may be necessary to secure from the Internal Revenue Service of the United States, and from any other governmental authority, and to maintain its status as a qualified charitable tax exempt organization;

(p) To make and alter bylaws, not inconsistent with these Articles of Incorporation and

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the laws of the State of Florida, and not inconsistent with *The Book of Discipline of the United Methodist Church* for the administration and regulation of the affairs of the corporation;

(q) To have and exercise all other powers necessary or convenient to effect its purposes.

#### **ARTICLE IV. MEMBERSHIP**

The members of the corporation shall consist of those persons holding membership in The Spring of Life United Methodist Church, as reflected on its official records.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Because the corporation is 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*, dissolution may be initiated by the official action of the Florida Annual Conference of the United Methodist Church.

#### **ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator of this corporation is Jim Henley

2954 S. Pony Court Orlando, FL 32822 407-493-4691

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**ARTICLE VII. INITIAL DIRECTORS**

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be the following who serve as Trustees of the corporation:

<u>James H. Henley</u>	<u>2954 S. Pony Ct., Orlando, FL 32822</u>
<u>Dan Steenhagan</u>	<u>5322 Stratemeyer Dr. Orlando, FL 32839</u>
<u>Nancy Young</u>	<u>13600 Lake Mary Jane Rd., Orlando, FL 32832</u>
<u>Christopher Hutchingson</u>	<u>14066 Marine Dr., Orlando, FL 32832</u>

**ARTICLE VIII. OFFICERS**

1. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, of the Board of Trustees.
2. The names and addresses of the initial officers of the organization, who shall serve until their successors in office are duly elected and qualified, are:

	<b>Name</b>	<b>Address</b>	<b>Tel. No.</b>
President	James H. Henley	2954 S. Pony Ct. Orlando, FL 32822	407-493-4691
Vice President	Dan Steenhagan	5322 Stratemeyer Dr. Orlando, FL 32839	407-855-8255
Secretary	Nancy Young	13600 Lake Mary Jane Rd. Orlando, FL 32832	407-376-8476
Treasurer	Christopher Hutchingson	14066 Marine Dr. Orlando, FL 32832	407-207-8698

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3. Following the incorporation, successors to The Board of Trustees and its officers shall be elected in accordance with The Book of Discipline of the United Methodist Church.

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**ARTICLE IX. BY-LAWS**

The By-Laws of the corporation shall be adopted by the Charge Conference of The Spring of Life United Methodist Church, and may be amended and changed from time to time by the Charge Conference.

The By-Laws of the corporation shall incorporate *The Book of Discipline of The United Methodist Church* as from time to time enacted, adopted, amended, authorized and declared by the General Conference of the United Methodist Church and no By-Laws shall be adopted inconsistent with the provisions of *The Book of Discipline*.

**ARTICLE X. REGISTERED AGENT**

The initial registered agent for the corporation is Stephanie Owen, 11101 Moss Park Road, Orlando, Florida 32832, (407) 856-5679.

As witnessed by the signature below, the initial registered agent acknowledges his position and has agreed to serve until such time as written notice is given of his resignation at which time the corporation shall designate a new registered agent.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended by action of the duly elected Charge Conference of The Spring of Life United Methodist Church, Inc., and in accordance with Florida law.



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**ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this not-for-profit corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed in a manner not inconsistent with the *Book of Discipline of The United Methodist Church*, such that the distribution shall be in a manner which qualifies for exemption under Section 501 (c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

**ARTICLE XIII. INDEMNIFICATION**

In consideration of service to it, the corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a member of the Board of Trustees (a "Board member") or an officer of the corporation, or serves or served any other corporation, entity or organization in any capacity at the request of the Board of Trustees while a Board member or officer of the corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgments, fines or amounts paid in settlement upon approval of the Board of Trustees, including reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such person's service or tenure as a Board member or officer of the corporation.

Such duty to defend, hold harmless and indemnify shall be enforced to the fullest extent

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permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violation by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrongdoing. Nevertheless, the corporation shall defend the defendant or accused against any claim, demand, suit or prosecution for intentional wrongdoing or such equivalent, including appeal. The defendant or accused, however, shall be required to repay the cost of defending a suit or prosecution for his intentional wrongdoing or such equivalent if held liable by judgment or convicted, after exhaustion or waiver of appeal. No person shall be entitled to indemnification with respect to actions or claims by the corporation or by The United Methodist Church or any of its affiliated conferences, agencies or organizations.

Every indemnitee referred to herein shall give written notice to the Board of Trustees of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board of Trustees in writing, by registered mail, addressed to President of the corporation at the corporate address. The indemnitee agrees to fully cooperate with the corporation in its discharge of its obligations hereunder and to furnish to the corporation all information requested in discharging the corporation's obligations herein stated. In case a claim should be brought or an action tiled with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that corporation may employ attorneys of its own selection to

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appear and defend the claim or action on behalf of the indemnitee at the expense of the corporation as herein required, and the corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof .

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IN WITNESS WHEREOF, the Incorporator, by the Incorporator's signature below, does hereby adopt and authorize the filing of these Articles of Incorporation,

This 4 day of December 2009, for the purpose of establishing this not-for-profit corporation, under the laws of the State of Florida.

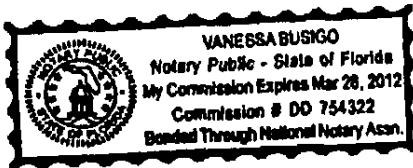
James H. Henley, Incorporator  
James H. Henley

STATE OF FLORIDA  
COUNTY OF Orange

BEFORE ME this day 4th of December, 2009, personally appeared James H. Henley, as Incorporator, who acknowledged before me that he executed and subscribed these Articles of Incorporation.

Personally Known        OR Produced Identification       

Type of Identification Produced: FL ID



Signature of Notary Public

V. Busigo  
VANESSA BUSIGO

Print, Type or Stamp Commissioned Name of Notary Public

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

**FILED**  
09 DEC 14 PM 1:05  
NOTARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Orange

I, Stephanie Owen, have agreed to act as Registered Agent for The Spring of Life United Methodist Church, Inc., and realize that I am being designated as such in the records of the said corporation as well as with the Office of the Florida Department of State. The registered office for myself as Registered Agent shall be as follows:

Spring of Life United Methodist Church

11101 Moss Park Road

Orlando, FL 32832

I am familiar with and accept the duties and responsibilities as Registered Agent for The Spring of Life United Methodist Church, Inc. until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 4 day of December, 2009.

  
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA

COUNTY OF Orange

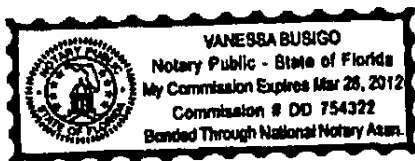
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set

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Stephanie A. Owen  
forth above, personally appeared, \_\_\_\_\_, personally known to me [or who has  
produced FL DL as identification] to be the person who is nominated to act as  
the Resident Agent and who acknowledged before me that he agreed to undertake said duty.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at

Orange County, State of Florida, this 4th day of Dec, 2009.



Signature

VANESSA BUSIGO  
Printed Name

Title (Notary, etc.)

Serial Number

FILED  
09 DEC 14 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA