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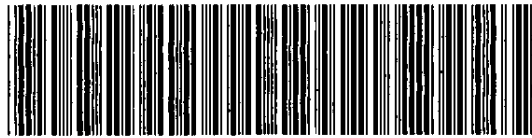
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2010 JAN 27 P 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-22-10  
WGC

LAW OFFICE OF  
**RICHARD M. KNELLINGER, P.A.**

2815 NORTHWEST THIRTEENTH STREET • BANK OF AMERICA BUILDING, SUITE 305 • GAINESVILLE, FLORIDA 32609

RICHARD M. KNELLINGER  
JUSTIN D. JACOBSON, ASSOCIATE  
ROBERT H. KING, ASSOCIATE  
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January 26, 2010

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

***Re: New corporation formation***

Dear Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of Gator Wesley Foundation, Inc., along with checks totaling \$70.00 for the filing fees. The e-mail address to which the Annual Report Notice may be sent is: [jimalexandercpa@bellsouth.net](mailto:jimalexandercpa@bellsouth.net)

Thank you for your kind consideration. Please let me know if you have any questions.

Sincerely,



Martin Kavanaugh  
Legal Assistant to Richard M. Knellinger

Enclosures: As stated  
cc: Jim Alexander

**ARTICLES OF INCORPORATION OF  
GATOR WESLEY FOUNDATION, INC.**

A Florida Not-For Profit Corporation

The undersigned hereby executes and acknowledges these Articles of Incorporation for 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.

**FILED**  
2010 JAN 27 P 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the corporation shall be Gator Wesley Foundation, Inc. Gator Wesley Foundation, Inc. is a ministry of the Florida Annual Conference of The United Methodist Church.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address and mailing address of the initial corporate office of this Corporation is 1380 West University Avenue, Gainesville, Florida 32603.

**ARTICLE III**  
**PURPOSE**

The general nature of the purpose of this Corporation shall be to conduct the affairs of a campus ministry of the Florida Annual Conference of The United Methodist Church. The activities of this 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.

**ARTICLE IV**  
**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, for the use and benefit of the Corporation 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;

- 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 Corporation;
- f) To invest and reinvest its funds in a manner which advances the purposes of the Corporation, and take and hold real and personal property as security for the payment of funds so loaned or invested, provided, however, no action shall be taken which shall threaten the charitable tax status of the Corporation;
- g) To establish foundations and trusts for the benefit of advancing the interests and purposes of the Corporation, provided, however, no action shall be taken which shall threaten the charitable tax status of the Corporation;
- 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;
- 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 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 V** **TERM OF EXISTENCE**

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 VI**  
**MEMBERSHIP**

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

**ARTICLE VII**  
**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.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall set policy and shall guide the work of the Corporation. The directors will be elected as provided in the Bylaws of the Corporation. The number of directors will be established as provided in the Bylaws of the Corporation, but the Corporation shall never have fewer than five (5) 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:

James R. Alexander  
12810 NW 48<sup>th</sup> Avenue  
Gainesville, Florida 32606

Christopher Fortner  
4318 NW 155<sup>th</sup> Terrace  
Newberry, Florida 32669

James H. Perkins  
7206 NW 42<sup>nd</sup> Lane  
Gainesville, Florida 32606

Roland Daniels  
1414 SW 112<sup>th</sup> Street  
Gainesville, Florida 32607

Harold Henderson  
16301 SW 143<sup>rd</sup> Avenue  
Gainesville, Florida 32618

Troy Holloway  
17358 NW 177<sup>th</sup> Avenue  
Alachua, Florida 32615

Dan Johnson  
4000 NW 53<sup>rd</sup> Avenue  
Gainesville, Florida 32653

Geraldine McClellan  
P.O. Box 310  
Gainesville, Florida 32601

Rebecca Pauly  
P.O. Box 100014  
Gainesville, Florida 32610

Richard Scheaffer  
907 NW 21<sup>st</sup> Terrace  
Gainesville, Florida 32603

Emory Springfield  
3718 SW 65<sup>th</sup> Lane  
Gainesville, Florida 32608

Annette Pendergrass  
1501 NW 50<sup>th</sup> Terrace  
Gainesville, Florida 32605

**ARTICLE IX**  
**OFFICERS**

The Board of Directors shall annually elect from among its members a President, a Vice-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 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 as set forth in the Bylaws, and such other functions as are assigned to them by the Board of Directors.

#### **ARTICLE X** **AMENDMENT**

These Articles of Incorporation may be amended in a 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 an affirmative vote of a majority 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.

#### **ARTICLE XI** **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 XII** **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 Directors (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 Directors 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 Directors, 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 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.

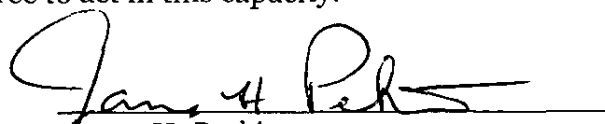
Every indemnitee referred to herein shall give written notice to the Board of Directors of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, 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 Directors 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 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.

### **ARTICLE XIII** **REGISTERED AGENT**

The initial registered agent for the corporation is James H. Perkins, 7206 NW 42nd Lane, Gainesville, Florida 32606. 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.

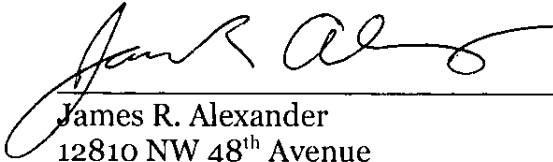
#### Acceptance Of Appointment As Registered Agent

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

  
James H. Perkins  
7206 NW 42<sup>nd</sup> Lane  
Gainesville, Florida 32606

**ARTICLE XIV**  
**INCORPORATOR**

The name and street address of the incorporator of this Corporation is James R. Alexander, 12810 NW 48<sup>th</sup> Avenue, Gainesville, Florida 32606, (352) 331-9436.

  
\_\_\_\_\_  
James R. Alexander  
12810 NW 48<sup>th</sup> Avenue  
Gainesville, Florida 32606