

N10000000899



GATOR WESLEY
FOUNDATION

P.O. Box 13434, Gainesville, FL 32604
1380 W. University Ave

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

*Amber Postel
4/7/11*

March 16, 2011

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gator Wesley Foundation Inc.
DOCUMENT NUMBER: N1000000899

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Pamela Petersen
Gator Wesley Foundation, Inc.
1380 West University Avenue
Gainesville, FL 32603

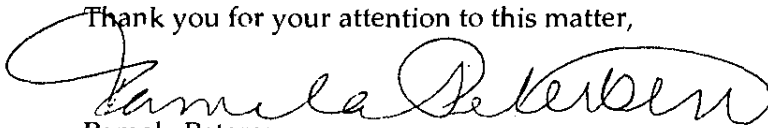
Email: pam@gatorwesley.com

For further information concerning this matter, please call:

Pamela Petersen
352.372.8183

Enclosed is a check for \$35.00 payable to the Florida Department of State for the filing fee.

Thank you for your attention to this matter,



Pamela Petersen
Gator Wesley Office Manager

/pjp

Attachments: Statement of Adoption of Amended and Restated Articles
Amended and Restated Articles of Incorporation
Check #2551 for filing fee in amount of \$35.00

Board

Rev. David Fuquay	Mr. Travis Hornsby	Rev. Annette Pendergrass
Mr. Jeff Caldwell	Mr. Justin Hugon	Dr. Richard Scheaffer
Ms. Jean Chance	Rev. Allen Johnson	Ms. Christina Shepherd
Mr. Roland Daniels	Dr. Dan Johnson	Mr. Emory Springfield
Mr. Chris Fortner	Dr. Jim Knight	
Dr. Harold Henderson	Rev. Geraldine McClellan	
Dr. Troy Holloway	Dr. Rebecca Pauly	

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for generations of students.
www.GatorWesley.com





FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2011

GATOR WESLEY FOUNDATION
P.O. BOX 13434
GAINESVILLE, FL 32604

SUBJECT: GATOR WESLEY FOUNDATION, INC.
Ref. Number: N10000000899

We have received your document for GATOR WESLEY FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The correct statute number is 617.1007.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 411A00007414

Amended and Restated Articles of Incorporation
of
Gator Wesley Foundation, Inc.

Document Number N10000000899

Pursuant to the provisions of section 617.1007, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following Amended and Restated Articles of Incorporation (see attachment).

These Amended and Restated Articles of Incorporation were adopted on February 28, 2011.

There are no members or members entitled to vote on the Amended and Restated Articles. The Amended and Restated Articles were adopted by the board of directors.

3/21/11

Date

Jean C. Chance
Signature

Jean C. Chance
Printed Name of Person Signing

Chairman
Title of Person Signing

FILED
11 APR -5 AM 9:42
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GATOR WESLEY FOUNDATION, INC.**

A Florida Not-For Profit Corporation

The undersigned hereby executes and acknowledges these Amended and Restated 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.

**ARTICLE I
NAME**

The name of the corporation shall be Gator Wesley Foundation, Inc.

**ARTICLE II
RELATED ORGANIZATION**

In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the Corporation is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of The Florida Annual Conference of The United Methodist Church and is operated, supervised or controlled by The Florida Annual Conference of The United Methodist Church.

At all times, at least sixty percent (60%) of the members of the Corporation's Board of Directors must be elected by The Florida Annual Conference of The United Methodist Church, an organization required to act in accordance with *The Book of Discipline of The United Methodist Church*.

**ARTICLE III
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 IV
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.

The Gator Wesley Foundation, Inc is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **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 VI
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 VII
MEMBERSHIP

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

ARTICLE VIII
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 IX
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 48th Ave
Gainesville, FL 32606

Christopher Fortner
4318 NW 155th Terrace
Newberry, FL 32669

James H. Perkins
7206 NW 42nd Lane
Gainesville, FL 32606

Roland Daniels
1414 SW 112th Street
Gainesville, FL 32607

Harold Henderson
16301 SW 143 Avenue
Gainesville, FL 32618

Troy Holloway
17358 NW 177th Ave
Alachua, FL 32615

Dan Johnson
4000 NW 53rd Avenue
Gainesville, FL 32653

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

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

Richard Scheaffer
907 NW 21st Terrace
Gainesville, FL 32603

Emory Springfield
3718 SW 65th Lane
Gainesville, FL 32608

Annette Pendergrass
1501 NW 50th Terrace
Gainesville, FL 32605

ARTICLE X
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 XI
AMENDMENTS

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.

Additionally, any amendments to the following provisions shall require the approval of The Florida Annual Conference of The United Methodist Church:

- Article II – Related Organizations
- Article IV – Purpose
- Article XI - Amendments
- Article XII – Prohibitions and Limitations
- Article XIII – Distribution of Assets upon Dissolution

ARTICLE XII **PROHIBITIONS AND LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XIII **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, all assets of the corporation remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to The Florida Annual Conference of The United Methodist Church, such that the distribution shall be in a manner which qualified for exemption under Section 501(c)(3) and 170(c) of the Internal Revenue Code of the United State of America, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

If on the date of such proposed distribution, The Florida Annual Conference of The United Methodist Church is no longer in existence or does not qualify for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the Corporation shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under *The Book of Discipline of The United Methodist Church*, or by other General Conference, Jurisdictional

Conference, Annual Conference, or District action, to receive the assets of The Florida Annual Conference of The United Methodist Church upon its dissolution.

It pursuant to the preceding paragraphs, the Corporation's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution the Successor Organization is no longer in existence or does not qualify for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the Corporation shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this Corporation; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV **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 XV
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.

ARTICLE XVI
INCORPORATOR

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