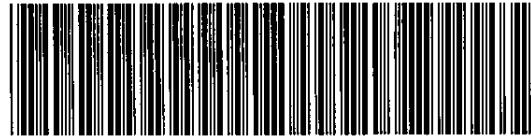


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(Requestor's Name)

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PICK-UP     WAIT     MAIL

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Special Instructions to Filing Officer:

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*wo-56686*

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DIVISION OF CORPORATIONS  
10 DEC 10 PM 2:32



December 1, 2010

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: First Presbyterian Church of Safety Harbor, FL, Inc.

Dear Sirs:

Please find enclosed for filing the Articles of Incorporation for the above named corporation. Please mail the certified copy back to me at the address on my this letterhead below.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Richard A. Stoffels

Encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2010

STOFFELS LAW GROUP  
6727 1ST AVE SOUTH STE 108  
ST PETERSBURG, FL 33707

SUBJECT: FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL, INC.  
Ref. Number: W10000056686

We have received your document for FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

An effective date **may** be added to the Articles of Incorporation **if a 2011 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of 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) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 910A00028358

ARTICLES OF INCORPORATION

OF

FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL, INC.

WHEREAS, FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FLORIDA is a church and unit of the PRESBYTERY OF TAMPA BAY, (hereinafter referred to as the "PRESBYTERY"), a unit of the PRESBYTERIAN CHURCH (U.S.A.) (hereinafter referred to as "PCUSA"); and

WHEREAS, FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FLORIDA, PRESBYTERY, PCUSA, and any civil agencies related to them are exempt organizations under § 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Form of Government of PCUSA provides for the incorporation of a corporation for the church to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA; and

WHEREAS, it is desirable to create a Florida not-for-profit corporation that will manage the civil affairs of FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FLORIDA; and

NOW, THEREFORE, we, the undersigned as the subscribers to these Articles of Incorporation, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## ARTICLE I - NAME

The name of this Corporation is FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL, INC.

## ARTICLE II - PURPOSES AND POWERS

The purposes for which the Corporation exists and its powers, under the authority of the Session of the church and subject to the permission of the PRESBYTERY (or its successor or successors in interest), when required, are as follows:

- A. To operate and maintain a body corporate not for profit, but for religious purposes to promote the Christian faith and the doctrine and tenets of the PCUSA, to conduct a church according to the doctrine, discipline and worship as set forth in the Book of Order of the PCUSA, including any amendments thereto; to establish and conduct schools and other methods of propagating the gospel in the Christian faith; to plan for, organize and conduct such functions as will further the spiritual, moral and social welfare of its members and those in its community.
- B. To be the Corporation which the church aforesaid has caused to be formed, pursuant to the form of government of the PCUSA, to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA.
- C. To take, receive, hold administer and dispose of all land, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income and property, real and personal, of any kind, which at any time or times heretofore has been or which at any time and from time to time shall hereafter be given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred, assigned, set over or delivered by any person or

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persons, corporations, associations, trustees, foundations or other forms of organization, to the church or to this Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them, or to them or any of them from the support of any work, activity, purpose, project of interest of the church or its predecessors, in which property of any kind the church or this corporation or the predecessors of either have or are intended to have any legal or equitable interest, present or future, vested or contingent.

- D. To take over, administer, manage and supervise all civil affairs of the Church.
- E. To manage, supervise, control and direct, and to form, incorporate, terminate, dissolve or maintain a civil agency or corporation to carry out its purposes.
- F. To serve as an agency of the church, of the PRESBYTERY, and of the PCUSA in the presentation of the needs and work of the church.
- G. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation nor with the directions, policy or Constitution of the PCUSA, the PRESBYTERY or the church.
- H. To operate exclusively for such religious purposes as will qualify it as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law ("Code").
- I. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) 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) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

- J. The corporation shall not sell, mortgage or otherwise encumber any of its real property and it shall not acquire real property subject to any encumbrance or condition without the written permission of the PRESBYTERY, transmitted through the session of the church. The corporation shall not lease its real property used for purposes of worship, or lease for more than five (5) years any of its real property, without the written permission of the PRESBYTERY, transmitted through the session of the church.
- K. 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 any candidate for public office.
- L. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 purposes set forth in these Articles.
- M. To exercise any and all rights and powers conferred upon non-profit corporations by laws of the State of Florida as they now exist or as they may be amended.

#### ARTICLE III - DISTRIBUTION OF ASSETS UPON DISSOLUTION

If the church is formally dissolved by the PRESBYTERY, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the Corporation may have, both real and personal, shall be distributed to the

PRESBYTERY, or its successor or successors in interest. If the PRESBYTERY or its successor is no longer in existence, all property, both real and personal, shall be distributed to PCUSA, and if it is no longer in existence, then all property, both real and personal, shall be distributed to one or more organizations which themselves are exempt as organizations described in §§ 501(c)(3) and 170(c)(2) of the Code.

#### ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

#### ARTICLE V - OFFICE AND AGENT

The principal office of the Corporation in the State of Florida will be located at 255 5th avenue South, Safety Harbor, Florida 34695. The registered agent of the Corporation in the State of Florida at the registered office is Richard A. Stoffels, Esquire, 6727 1st Avenue South, Suite 108, St. Petersburg, FL 33707.

#### ARTICLE VI - TRUSTEES

The management and disposition of the affairs and property of the Corporation shall be vested in a Board of Trustees of not less than three (3) Trustees. The Trustees shall consist of those Members of the Corporation who are dually elected, installed and are serving on the Session of FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FLORIDA. In the event that an Administrative Commission, with full powers of session has been appointed by the Presbytery of Tampa Bay to handle the affairs of the church, then the Board of Trustees shall consist of those Members elected to and serving on the Administrative Commission. Upon the dissolution of the Administrative Commission, the members of the Session of FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FLORIDA shall then become the members of the Board of Trustees.



All the business of the Corporation shall be conducted by the Trustees under and subject to the direction of the laws of the State of Florida and of the United States of America. The following persons are at the present Trustees of the Corporation:

<u>Name</u>	<u>Address</u>
Ellen Stoup	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695
J. Allen MacKenzie	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695
Jan Banker	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695
David Clay	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695
Art Hayes	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695
Kathi Trautwein	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695

#### ARTICLE VII - OFFICERS

The affairs of the Corporation are to be managed by the following officers: a President, a Vice President, a Secretary, and a Treasurer. The Board of Trustees may provide for and elect any other officers or committees which may seem expedient to the Board. All officers shall be annually elected by the Board of Trustees to serve for terms of one year. The names of the officers who are to serve until the first election thereof are as follows:

<u>Name</u>	<u>Office</u>
Kathi Trautwein	President
Jan Banker	Vice President
Ellen Stoup	Secretary
J. Allen MacKenzie	Treasurer

ARTICLE VIII - MEMBERS

The members of the Corporation shall be the active members of the church, First Presbyterian Church of Safety Harbor, Florida. Qualifications, admission, termination and all other terms and conditions of membership shall be the same as those for active membership in the church, as they now or hereafter exist, in accordance with the Constitution of the PCUSA. The Members shall not be personally liable for the debts of the Corporation..

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
J. Allen MacKenzie	C/o First Presb. Church of Safety Harbor 255 5th Avenue South Safety Harbor, FL 34695

ARTICLE X - BY-LAWS

The By-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the Board of Trustees upon a majority vote of the Trustees attending a properly called meeting.

ARTICLE XI - AMENDMENTS TO ARTICLES

Any Trustee or Officer of the Corporation may propose that these Articles of Incorporation be amended, but these Articles may be amended only by the act of two-thirds (2/3) of the Trustees of the Corporation.

ARTICLE XII - SCOPE OF CORPORATE AUTHORITY

No Trustee, Officer, or other authorized agent of this Corporation shall be deemed to have the authority, either express or implied, to legally obligate any other auxiliary, unit, or other organization of First Presbyterian Church of Safety Harbor, FL, Inc.

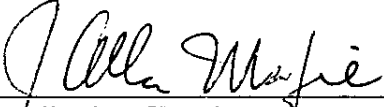
ARTICLE XIII - SEAL

The seal of the Corporation shall be a circular impression with the name "FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL, INC." around the border and "Florida Seal, 2010" in the center.

ARTICLE XIV. RELATIONSHIP TO DENOMINATION

This Corporation, as a civil agency of FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, of Safety Harbor, Florida, which is a unit of the PRESBYTERY and of the PCUSA. As such, it is subject to the Constitution, Standing Rules, By-laws, polity, order and policies of the PRESBYTERY and denomination, as well as any lawful successors to them by merger, consolidation or otherwise.


IN WITNESS WHEREOF, I, the undersigned, as the incorporator of the above-named Corporation, do hereby subscribe my name and acknowledge the execution of the same on this 30th day of November, 2010.

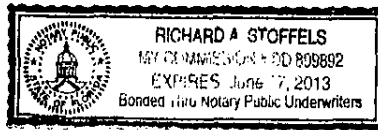
 (SEAL)  
\_\_\_\_\_  
J. Allen MacKenzie

STATE OF FLORIDA )  
 )  
 )  
COUNTY OF HILLSBOROUGH )

BEFORE ME, personally appeared J. Allen MacKenzie, who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this the 30th day of November, 2010, in the aforesaid County and State.

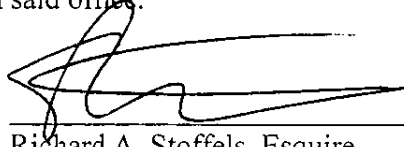
  
RICHARD A. STOFFELS  
NOTARY PUBLIC  
My Commission Expires:



FIRST PRESBYTERIAN CHURCH OF SAFETY HARBOR, FL. INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



(SEAL)

Richard A. Stoffels, Esquire

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