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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CAMPUS TO CITY WESLEY FOUNDATION OF NORTHEAST
FLORID**

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C. GOLDEN

FEB - 7 2018

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
Campus to City Wesley Foundation of Northeast Florida, Inc.**

RECITALS

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, Campus to City Wesley Foundation of Northeast Florida, Inc., a Florida not for profit corporation (the "Corporation") originally incorporated on November 29, 2011, does hereby certify that:

FIRST, these Amended and Restated Articles of Incorporation were duly ratified and adopted by the unanimous vote of the Board of Trustees of the Corporation on January 31, 2018;

SECOND, the Corporation does not have members and, therefore, the adoption of these Amended and Restated Articles of Incorporation does not require member approval; and

THIRD, pursuant to Article VIII of the original Articles of Incorporation, The Florida Annual Conference of The United Methodist Church approved these Amended and Restated Articles of Incorporation on January 31, 2018.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

Section 1.1 **Name**. The name of the corporation is Campus to City Wesley Foundation of Northeast Florida, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation**. The mailing address and principal office of the Corporation are c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes**. The Corporation is organized exclusively for charitable, religious, educational or scientific purposes as will qualify it as exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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. In furtherance of its exempt purposes, the Corporation is organized exclusively for the benefit of and to further the purpose and teachings of The Florida Annual Conference of The United Methodist Church (the "Conference"). Further, this Corporation is organized exclusively for such purposes as are permitted under the terms of that certain letter (the "Exemption Letter") dated October 16, 1974, from the Internal Revenue

Service to the Council on Finance and Administration of the United Methodist Church, or under the terms of any future letter or other document that modifies or replaces the Exemption Letter.

ARTICLE III BOARD OF TRUSTEES (DIRECTORS)

Section 3.1 **Corporate Affairs.** The affairs of the Corporation shall be managed by a board of directors called the Board of Trustees who shall be appointed initially, and from time to time thereafter, by the Conference. The Board of Trustees shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

Section 3.2 **Number.** The number of Trustees may be increased or reduced from time to time; however, the Corporation shall at all times have at least three (3) Trustees.

Section 3.3 **Names and Addresses of Trustees.** The names and addresses of the Board of Trustees as of the date of these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Sarah Spadaccini	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Alessandra Card	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Stella Painter	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
David Williamson	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Steve Dickson	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Lamont A. Hogans	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Juana Jordan	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Gabriel Nehemias	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Lance Sellon	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207
Jay Therrell	c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL 32207

Eric Williams c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL
32207

Will Wold c/o Northeast District UMC Office - 1415 LaSalle St., Jacksonville, FL
32207

ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, trustee, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation may utilize Conference facilities and pay the Conference reasonable compensation for such use in accordance with agreements as it may enter into with the Conference from time to time. The Corporation may, from time to time, distribute excess funds, if any, to the Conference.

ARTICLE V DISSOLUTION

Section 5.1 **Dissolution.** Upon the dissolution of the Corporation, all assets remaining after payment of costs and expenses of such dissolution shall be distributed to the Conference, provided that the Conference is then qualified for exemption under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Codes, or the corresponding sections of any future federal tax code, or if the Conference is not then so qualified or does not then exist, the assets shall be distributed to another United Methodist Church related organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

Section 6.1 **Name and Address.** The street address of the registered office of this Corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the registered agent of this Corporation at that address is: F&L Corp.

**ARTICLE VII
AMENDMENTS**

These Articles of Incorporation may be amended by the Corporation at any time or from time to time; provided, however, that the Corporation shall be required to obtain the consent of the Conference in order to amend Sections 2.1, 3.1, 4.1 and 5.1 and Article VII.

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Amended and Restated Articles of Incorporation as of the 31st day of January, 2018.


Name: Derrick Scott III
Its: Executive Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F & L CORP.



Charles V. Hedrick, Authorized Signatory

Date: January 21, 2018