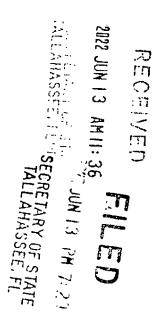
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#### **HUBBARD SNITCHLER & PARZIANELLO PLC**

801 WEST ANN ARBOR TRAIL, SUITE 240 | PLYMOUTH, MI 48170 hspplc.com | Office 313.672.7300 | Fax 313 672.7301

June 10, 2022

#### Via FedEx

Process Services of America, Inc. 1280 Cedar Center Dr. Tallahassee, FL 32301

Dear Process Services of America, Inc:

Please find enclosed two copies of the Amended and Restated Articles of Incorporation for Solomon Chapel United Methodist Church, Inc., check no. 21541 in the amount of \$70.00 for the filing fee, and check no. 21540 in the amount of \$50.00 for your services along with a prepaid return envelope. Please file at the following address:

> **Division of Corporations** 2415 North Monroe Street, Suite 810 Tallahassee, Florida 32303

Should you have any questions please contact our office.

Yours very truly, HUBBARD SNITCHLER & PARZIANELLO PLC

> Jessica Rentner Legal Assistant

Enc.

Chris-Pick-up

## AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR 13 PM 7: 27 SOLOMON CHAPEL UNITED METHODIST CHURCH, NECRETARY OF STATE TALLAHASSEE, FL

#### ARTICLE I

The name of the Corporation is Solomon Chapel Worship Center, Inc.

ARTICLE II

The principal place of business address is:

18475 NW 60<sup>th</sup> Avenue Reddick, FL US 32686

The mailing address of the corporation is:

P.O. Box 720 Orange Lake, FL US 32681

#### ARTICLE III

The specific purpose for which this organization is organized is:

- 1. To make disciples of Jesus Christ for the transformation of the world.
- 2. As a means of accomplishing its purposes, the Church shall have the power to engage in any lawful act or activity that corporations may conduct under the Florida Nonprofit Corporation Act and to do any and all acts necessary or conducive to the attainment of its purpose to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of these Articles of Incorporation or any provisions of applicable law to the contrary, the Church shall not have the power to act or carry on any activities which would cause it to fail to qualify, or fail to continue to qualify, as (i) an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code. In furtherance of the foregoing, the Church shall have the power and be authorized to solicit, receive, and administer funds for its purposes, but the Church shall not have the power nor be authorized to accept gifts or contributions for other purposes.
- In furtherance of the foregoing, no member, director, or officer of the Church shall receive or be lawfully entitled to receive any pecuniary profit from the operations and

activities of the Church, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Church, and no member, director, or officer of the Church or any private individual shall be entitled to share in the distribution of any of the Church's assets upon dissolution of the Church.

- 4. Notwithstanding any other provisions of these Articles, the Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any 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 (or any corresponding or successor provision of any United States Internal Revenue Law.
- 5. It shall not be a substantial part of the activities of the Church to carry out propaganda or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Code) or to participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In furtherance of the foregoing, in any taxable year in which the Church is a private foundation as described in Section 509(a) of the Code, the Church shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Church shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (iii) make any investments in such a manner as to subject the Church to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE IV:

The manner in which directors are elected or appointed is as provided for in the Bylaws.

#### ARTICLE V:

The name and Florida street address of the registered agent is:

Elaine Allen 5544 West Hwy 318 Reddick, Florida 32686

I certify that I am familiar with and accept the responsibilities of the registered agent.

Registered agent signature: Elsine Alla

#### ARTICLE VI:

The name and address of the incorporator is: Anna F. Thomas 9553 NW Hwy 318 Reddick, Florida 32686

#### ARTICLE VII

The officers and or directors of the corporation are:

#### Officers

Gregory Rackard, President, P.O. Box 720 Orange Lake, FL US 32681

Yvonne McDavid, Secretary, P.O. Box 720 Orange Lake, FL US 32681 Marvis McDavid, Treasurer, P.O. Box 720 Orange Lake, FL US 32681

#### Directors/Trustees

Dollie Strong, P.O. Box 720 Orange Lake, FL US 32681 Anna Thomas, P.O. Box 720 Orange Lake, FL US 32681 Almetta Mitchell, P.O. Box 720 Orange Lake, FL US 32681 Elaine Allen, P.O. Box 720 Orange Lake, FL US 32681 Charles McDavid, P.O. Box 720 Orange Lake, FL US 32681 Denise Henderson, P.O. Box 720 Orange Lake, FL US 32681

### ARTICLE VIII Indemnity

To the fullest extent permitted by the Nonprofit Corporation Law as the same exists or may hereafter be amended, no officer or director of the Church shall be liable to the Church or its Members for monetary damages for breach of fiduciary duty as an Officer or Director. If the Nonprofit Corporation Law is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of members of the governing body of a corporation, then the liability of the Officers or Directors of the Church shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended from time to time. No repeal or modification of this Article shall adversely affect any right or protection of Officers or Directors of the Church existing by virtue of this Article at the time of such repeal or modification. The protections conferred by this Article are in addition to and not in limitation of the protections conferred by Florida law on members of a nonprofit association, persons authorized to participate in the management of the affairs of

a nonprofit association, and persons considered to be members by a nonprofit association.

#### ARTICLE IX: No Private Inurement

Notwithstanding any of the above statements of purposes and powers, the Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of Solomon Chapel Worship Center, Inc. No part of the net earnings of Solomon Chapel Worship Center, Inc. shall ever inure to or for the benefit of or be distributable to its directors, officers, clergy, officers, or other private persons, except that Solomon Chapel Worship Center, Inc. shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

#### ARTICLE X: Dissolution

The corporation shall be dissolved (i) through the authorization by a vote of two-thirds of the members of the corporation voting at a meeting of members to consider dissolution, or (ii) upon an order of judicial dissolution in accordance with the Florida Nonprofit Corporations Act. In the event of any dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Board of Directors shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section 501(c)(3)of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law); provided, that any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation contain an amendment which required member approval. These Amended and Restated Articles of Incorporation were approved by the members of Solomon Chapel United Methodist Church, Inc. on December 9, 2021. The number of votes cast in favor of adoption of these Amended and Restated Articles of Incorporation was sufficient for approval and adoption thereof.

IN WITNESS WHEREOF, IN WITNESS WHEREOF, Solomon Chapel Worship Center, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by on this 9 day of December 2021.

By: **Gregory Rackard** President