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**FLORIDA PROFIT/NON PROFIT CORPORATION
PANUA - PARTNERS IN HOPE, INC.**

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**ARTICLES OF INCORPORATION OF
PANUA – PARTNERS IN HOPE, INC.
A Not-For Profit Corporation**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation, with no stock issued or to be issued in accordance with the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be PANUA – PARTNERS IN HOPE, INC., a not-for-profit corporation, with its principal place of business located at 125 N. Interlachen Avenue, Winter Park, Florida 32789.

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ARTICLE II. PURPOSE

The Corporation 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. In furtherance thereof, the Corporation is organized as a ministry partnership between First United Methodist Church of Winter Park and Trinity United Methodist Church in Naivasha, Kenya to help the most vulnerable youth and orphans in Naivasha, Kenya, and to expand the opportunities of the orphans and vulnerable youth that will empower them through training in spiritual formation, entrepreneurship and education that will help them to lead their families out of extreme, all in accordance with *The Book of Discipline of the United Methodist Church*. As a part of the connectional body of United

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Methodists, the corporation 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, and the corporation, and all its property, both real and personal, shall 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*.

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 First United Methodist Church of Winter Park, and is operated, supervised, or controlled by First United Methodist Church of Winter Park.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions herein, the 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 the corporation. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its directors, officers or other

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private persons.

ARTICLE 111. 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, provided however, all real property shall be acquired and held subject to the applicable trust clauses and other provisions and requirements as contained in *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

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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; provided, however, the corporation shall have the power to condition initial and continued employment on a requirement that employees profess and advance the cause of the Christian faith;

(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*

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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 IV. MEMBERSHIP

Pursuant to the provisions of Florida Statutes § 617.0601, the corporation shall have no members.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Because the corporation is 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*, dissolution may be initiated by the official action of the Florida Annual Conference of the United Methodist Church.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of this corporation is Randolph J. Rush, 329 Park Avenue North, Second Floor, Winter Park, Florida 32789.

ARTICLE VII. DIRECTORS

The directors of the corporation shall be elected by the Leadership Council of First United Methodist Church of Winter Park, Florida, or its successor committee or council in accordance with the *Book of Discipline of the United Methodist Church*. The numbers of directors shall be set by the Board of Directors as set forth in the Bylaws. At all times there shall be at least three directors of the corporation.

ARTICLE VIII. OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors shall elect from its membership, to hold office for a term of one year or until

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their successors shall be elected, a President of the Corporation, a Vice President of the corporation, a Secretary of the Corporation, and a Treasurer of the Corporation..

ARTICLE IX. BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors of the corporation, and may be amended and changed from time to time by the Board of Directors of the corporation. The By-Laws of the corporation shall incorporate *The Book of Discipline of The United Methodist Church* as from time to time enacted, adopted, amended, authorized and declared by the General Conference of the United Methodist Church and no By-Laws shall be adopted inconsistent with the provisions of *The Book of Discipline of The United Methodist Church*.

ARTICLE X. REGISTERED AGENT

The initial registered agent for the corporation is WHWW, Inc., 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801. 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 XI. AMENDMENT

These Articles of Incorporation may be amended by action of the Board of Directors of the corporation, and in accordance with Florida law. The foregoing notwithstanding, amendments to the provisions of Articles II, VII, and XII hereof and this Article XI shall require the approval of the Charge Conference of First United Methodist Church of Winter Park.

ARTICLE XII. 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

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remaining after payment of the costs and expenses of such dissolution and after all liabilities and obligations of the corporation have been paid, satisfied and discharged, shall be distributed to The Winter Park Methodist Church, Incorporated or its successor organization that holds title, subject to the trust clause as set forth in the *Book of Discipline of the United Methodist Church*, of the property of First United Methodist Church of Winter Park.

If on the date of such proposed distribution, The Winter Park Methodist Church, Incorporated or such 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 the 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 XIII. 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

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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.

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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 XIV. MISCELLANEOUS

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 (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 (or the corresponding provisions of any future United States Internal Revenue Laws).

During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation:

- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws;
- (b) either operate as a private operating foundation in a manner to qualify as a private

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operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(c) shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws;

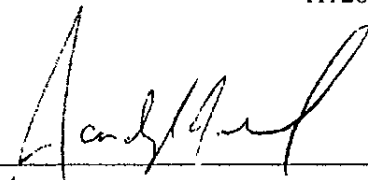
(d) shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws; and

(e) shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the Incorporator, by the Incorporator's signature below, does hereby adopt and authorize the filing of these Articles of Incorporation, this 7th day of May, 2012, for the purpose of establishing this not-for-profit corporation, under the

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laws of the State of Florida.


Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME this day 7th of May, 2012, personally appeared Randolph J. Rush, as Incorporator, who acknowledged before me that he executed and subscribed these Articles of Incorporation. He is personally known to me or produced _____ as identification.




Signature of Notary Public

Print, Type or Stamp Commissioned Name of Notary Public

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ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ORANGE

We, WHWW, Inc., have agreed to act as Registered Agent for Panua – Partners in Hope, Inc., and realize that we are being designated as such in the records of the said corporation as well as with the Office of the Florida Department of State. Our registered office as Registered Agent shall be as follows: 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801.

We are familiar with and accept the duties and responsibilities as Registered Agent for Panua – Partners in Hope, Inc. until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 7th day of May, 2012.

WHWW, Inc., a Florida corporation

By: [Signature]
 Randolph J. Rush, Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day 7th of May, 2012, by Randolph J. Rush, as Vice President of WHWW, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or produced as identification.



[Signature]
 Signature