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**FLORIDA PROFIT/NON PROFIT CORPORATION
LIFESONG UNITED METHODIST CHURCH, INC.**

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**ARTICLES OF INCORPORATION OF
LIFESONG UNITED METHODIST CHURCH, 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 LIFESONG UNITED METHODIST CHURCH, INC., a Florida not-for-profit corporation, with its principal office and mailing address at 2800 South Alafaya Trail, Orlando, Florida 32828.

ARTICLE II. PURPOSE

The corporation (hereinafter sometimes referred to as "The Church") is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the purpose of the corporation is to serve as a local congregation of the United Methodist Church. Generally stated, the purpose of The Church shall be to promote the Christian faith, to educate people locally and globally in the Christian faith, to conduct Christian worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of the church across the world. As a part of the connectional body of United Methodists, The Church 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

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laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline of the United Methodist Church*.

ARTICLE III. 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 Church;
- (f) To invest and reinvest its funds in a manner which advances the purposes of The Church, and take and hold real and personal property as security for the payment of funds so

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loaned or invested, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(g) To establish foundations and trusts for the benefit of advancing the interests and purposes of The Church, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(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;

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(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 IV. MEMBERSHIP

The members of the corporation shall consist of those persons holding membership in Lifesong United Methodist Church, Inc. as reflected on its official records.

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 and in a manner which qualifies for exemption under Section 501 (c)(3) and 170(c) of the Internal Revenue Code of the United States of America. 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 Kyle Smith, 4832 Atwood Drive, Orlando, Florida 32828, whose telephone number is 321-303-3136.

ARTICLE VII. INITIAL 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 who serve as Trustees of the corporation:

Scott St. John	2509 Wembly Cross Way
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	Orlando, FL 32828
Kyle Smith	4832 Atwood Drive Orlando, FL 32828
Sherrie Pruitt	13921 Bluewater Circle Orlando, FL 32828
Sue Holman	2120 Pebble Beach Boulevard Orlando, FL 32826

ARTICLE VIII. OFFICERS

1. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, of the Board of Directors/Trustees.

2. The names and addresses of the initial officers of the organization, who shall serve until their successors in office are duly elected and qualified, are:

	Name	Address	Telephone Number
President	Kyle Smith	4832 Atwood Drive Orlando, FL 32828	321-303-1136
Vice President	Scott St. John	2509 Wembly Cross Way Orlando, FL 32828	407-380-5654
Secretary	Sue Holman	2120 Pebble Beach Orlando, FL 32826	407-275-9677
Treasurer	Sherrie Pruitt	13921 Bluewater Circle Orlando, FL 32828	407-380-1012

3. Following the incorporation, successors to The Board of Directors/Trustees and its officers shall be elected in accordance with the bylaws of the corporation and the The Book of Discipline of the United Methodist Church.

ARTICLE IX. BY-LAWS

The By-Laws of the corporation shall be adopted by the Charge Conference of Lifesong United Methodist Church, Inc., and may be amended and changed from time to time by the Charge Conference.

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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*.

ARTICLE X. REGISTERED AGENT

The initial registered agent for the corporation is Corporation Company of Orlando, with an address at 300 South Orange Avenue, Suite 1000 (ECR), Orlando, FL 32801, and whose telephone number is 407-423-3200. 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 duly elected Charge Conference of Lifesong United Methodist Church, Inc., and in accordance with Florida law.

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 remaining after payment of the costs and expenses of such dissolution shall be distributed in a manner not inconsistent with the *Book of Discipline of The United Methodist Church*, such that the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) and 170(c) of the Internal Revenue Code of the United States of America, or corresponding section of any future federal tax code, and none of the assets shall be distributed to any member, officer or director of this corporation.

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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/Trustees (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/Trustees 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/Trustees, 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.

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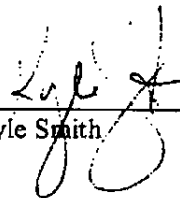
Every indemnitee referred to herein shall give written notice to the Board of Directors/Trustees of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or 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/Trustees 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 filed 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.

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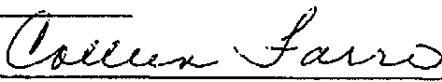
IN WITNESS WHEREOF, the Incorporator, by his signature below, does hereby adopt and authorize the filing of these Articles of Incorporation, this 2nd day of January, 2013, for the purpose of establishing this not-for-profit corporation, under the laws of the State of Florida. The Incorporator submits this document and affirms that the facts stated herein are true. The Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


 _____, Incorporator
 Kyle Smith

STATE OF FLORIDA
 COUNTY OF ORANGE

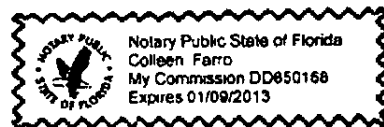
BEFORE ME this 3rd day of January, 2013 personally appeared Kyle Smith, the Incorporator, who acknowledged before me that he executed and subscribed these Articles of Incorporation.

Personally Known ✓ OR Produced Identification _____
 Type of Identification Produced: _____



 Signature of Notary Public

Print, Type or Stamp Commissioned Name
 of Notary Public



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ACKNOWLEDGMENT OF REGISTERED AGENTSTATE OF FLORIDA
COUNTY OF ORANGE

Corporation Company of Orlando, has agreed to act as Registered Agent for Lifesong United Methodist Church, Inc., and is designated as such in the records of the said corporation as well as with the Office of the Florida Department of State. The registered office for the Registered Agent shall be as follows:

CORPORATION COMPANY OF ORLANDO
300 South Orange Avenue
Suite 1000 (ECR)
Orlando, Florida 32801
407-423-3200

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 2nd day of January, 2013.

CORPORATION COMPANY OF ORLANDO



By: J. Gregory Humphries, Vice President

Date: 1-2-13

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