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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/18/14

COVER LETTER

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

SUBJECT: St. Andrews United Methodist Church, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Louis A. Maygarden, III
Name (Printed or typed)

226 Palafox Place, 9th FL
Address

Pensacola, FL 32502
City, State & Zip

850-434-2411
Daytime Telephone number

tmaygarden@shellfleming.com
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

14 JUL 17 2014

TALLAHASSEE, FLORIDA

June 12, 2014

LOUIS A. MAYGARDEN, III
226 PALAFOX PLACE
9TH FL
PENSACOLA, FL 32502

SUBJECT: ST. ANDREW UNITED METHODIST CHURCH, INC.
Ref. Number: W14000036668

We have received your document for ST. ANDREW UNITED METHODIST CHURCH, INC. and your check(s) totaling \$70.00. 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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 614A00012793

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ST. ANDREW UNITED METHODIST CHURCH OF PENSACOLA, 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 ST. ANDREW UNITED METHODIST CHURCH OF PENSACOLA, INC., a not-for-profit corporation, with its principal place of business located at 836 W. Michigan Avenue, Pensacola, Florida 32505.

ARTICLE II. PURPOSE

The corporation (hereinafter sometimes referred to as the "Church") 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 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 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;

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; and,

q) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE IV. MEMEBERSHIP

The members of the corporation shall consist of those persons holding membership in St. Andrew United Methodist Church of Pensacola, Inc. as reflected in 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. 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 incorporation is Doug Holland, 5706 Sun Valley Drive, Pensacola, FL 32505-2115.

ARTICLE VII. INITIAL DIRECTORS

The names 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:

| | |
|-----------------|-----------------|
| Larry Brown | Mike Goodin |
| Doug Holland | Karen Lackey |
| Jane Massey | George Morrison |
| John Prince | Merry Wright |
| Michael Crounse | |

The Corporation must maintain the number of directors required by the *The Book of Discipline of the United Methodist Church* and Section 617.0803, Florida Statutes

ARTICLE VIII. OFFICERS

1. The officers of the corporation shall consist of a President, Vice President, Secretary and, if need requires, a Treasurer, or as provided in *The Book of Discipline of the United Methodist Church*.

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

| | |
|--------------|--------------|
| Chairperson: | Doug Holland |
|--------------|--------------|

Vice Chairperson:

Secretary: Michael Crounse

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

ARTICLE IX. BYLAWS

The bylaws of the corporation shall be adopted by the Charge Conference of the St. Andrew United Methodist Church, Inc., and may be amended and changed from time to time by the Charge Conference.

The bylaws 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 bylaws 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 Louis A. Maygarden, III, Esq. 226 Palafox Place, Ninth Floor, Pensacola, Florida 32502. 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 the St. Andrew 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 distribution shall be 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, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XIII. INDEMNIFICATION

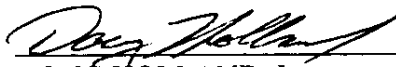
In consideration of service to it, the corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a member of the Board of Trustees (a "Board

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 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 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.

Every indemnitee referred to herein shall give written notice to the Board of 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 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 the 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 defenses, 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.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 14 day of July, 2014, for the purpose of establishing this not-for-profit corporation under the laws of the State of Florida.


DOUG HOLLAND, Incorporator


STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME this 14 day of July, 2014, personally appeared Doug Holland, Incorporator, who () is known to me or (✓) presented FL DRIVER LICENSE as valid identification, and acknowledged before me that he executed and subscribed these Articles of Incorporation.



Aurora Osborn
Notary Public
State of Florida
My Commission Expires 10/26/15
Commission No. EE 141857


Notary Public

 Personally Known

✓ Produced Identification

Type of Identification Produced: FL DRIVER LICENSE

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

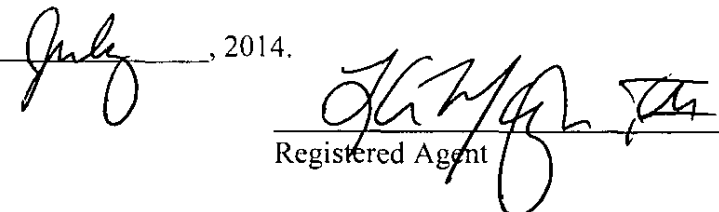
COUNTY OF ESCAMBIA

I, Louis A. Maygarden, III, have agreed to act as Registered Agent for St. Andrew United Methodist Church of Pensacola, Inc., and realize that I am being 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 myself as Registered Agent shall be as follows:

Louis A. Maygarden, III
226 Palafox Place, Ninth Floor
Pensacola, Florida 32502

I am familiar with and accept the duties and responsibilities as Registered Agent for St. Andrew United Methodist Church of Pensacola, Inc., until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 14th day of July, 2014.



Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

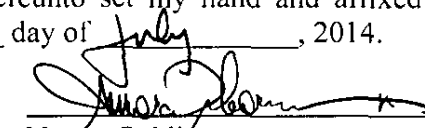
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Louis A. Maygarden, III, who is nominated to act as Resident Agent and who acknowledged before me that he agreed to undertake said duty.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Escambia County, State of Florida this 14 day of July, 2014.



Aurora Osborn
Notary Public
State of Florida

My Commission Expires 10/26/15
Commission No. EE 141857



Notary Public

☒ Personally Known

☐ Produced Identification

Type of Identification Produced: _____

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14 JUL 17 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA