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**FLORIDA PROFIT/NON PROFIT CORPORATION
FIRST PRESBYTERIAN CHURCH OF PANAMA CITY, INC.**

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**Articles of Incorporation
First Presbyterian Church of Panama City, Inc.
a Florida Not-For-Profit Corporation**

The undersigned, pursuant to Florida Statutes Section 617 (2018) desiring to form a Not-for-Profit Corporation under the Not-for-Profit Corporation Laws of the State of Florida, does hereby certify the following:

**Article One
Authority**

The Corporation is organized pursuant to Florida Statutes Section 617 (2018). The form of church government is provided for in *The Book of Church Order Sixth Edition (2018 Reprint)*, of the Presbyterian Church in America (the "*Book of Church Order*"). The governing body is therein provided, i.e. the Session. The Board of Trustees provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the laws of the State of Florida. Unless otherwise required by the laws of the State of Florida (provided they are not in conflict with the Holy Scripture or doctrine), any conflict between these Articles of Incorporation and *The Book of Church Order* of the Presbyterian Church in America shall be resolved in favor of *The Book of Church Order* of the Presbyterian Church in America.

First Presbyterian Church of Panama City, Inc. (the "Church" or "Corporation"), as a body of believers, recognizes only the sovereignty of God and the Lordship of Jesus Christ in all things. The Church shall be governed according to the tenets of Faith contained in the Holy Scriptures, being the Old and New Testaments of the Holy Bible, and according to the doctrines of the church contained in the *Book of Church Order*. The Church recognizes God's ordination of civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the State of Florida and the United States of America provided said laws are not in conflict with the Holy Scriptures or the doctrine of the church contained in the *Book of Church Order*. The Corporation is a continuation of Wallace Memorial Presbyterian Church, Incorporated, that existed as a "de jure" corporation from 1949 to 1960 and thereafter as a "de facto" corporation.

In furtherance of these purposes, the Corporation agrees to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation or the *Book of Church Order*. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes, entitled the "Not-for-Profit Corporation Act."

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**Article Two
Name**

The name of the Corporation shall be **First Presbyterian Church of Panama City, Inc., a Florida Not-for-Profit Corporation** (hereinafter the "Corporation").

**Article Three
Principal Office and Mailing Address**

The place in this state where the principal office of the Corporation is to be located is at 100 E. 7th Street, Panama City, Florida 32401. The Corporation may also maintain offices at such other places as the Trustees may, from time to time, determine.

**Article Four
Purpose and Charitable Statement**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and such purposes shall include, but not be limited to, the following:

1. To be a growing Christian fellowship glorifying God in worship, nurturing people in Biblical faith, and spreading the gospel of Jesus Christ throughout our community and into the world; and
2. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of (and to do every other act or thing incidental to, pertinent to, or growing out of or connected with) the purposes, objects or powers set forth in these Articles of incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by law upon a nonprofit corporation organized under the laws of the State of Florida, and, in general, to carry on any activities and to do any of the things herein set forth to the same extent as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power to do any act or thing forbidden by law to a nonprofit corporation organized under the laws of the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth herein. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation,

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contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Five
Manner of Appointment of Directors or Trustees

The directors shall be known as "Trustees" and shall be appointed as provided for in the Corporation's Bylaws.

Article Six
Initial Officers and Trustees

The names and addresses of the persons who are the initial officers and Trustees of the Corporation are as follows:

| | |
|-----------------|--|
| Tory Cobb | 102 Seashell Ct. Panama City Beach, Fl. 32413 |
| Bill Daudrill | 210 South McArthur Ave Panama City, Fl. 32401 |
| Joe Faulkner | 4362 Brook Forest Drive Panama City, Fl. 32404 |
| John Harrell | 4511 Baywood Drive Lynn Haven, Fl. 32444 |
| Richard Koehler | 2909 Briarcliff Rd Panama City, Fl. 32405 |
| Bruce Taws | 322 North Cove Blvd Panama City, Fl. 32401 |
| Jay Trumbull | 1407 Bayou Court Panama City, Fl. 32401 |
| Rod Webb | 3728 W. 25th St. Panama City, Fl. 32405 |
| Larry White | 8730 Thomas Drive Unit 203 Panama City, Fl. 32408 |
| Nevin Zimmerman | 525 Bunkers Cove Rd Panama City, Fl. 324041 |

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Registered Agent

The name and address of the registered agent for the State of Florida is as follows:

Burke Blue Hutchison Smith Zimmerman Burke Henry & Masters, P.A.
ATTN: Nevin J. Zimmerman, Esq.
221 McKenzie Avenue
Panama City, Florida 32401

**Article Seven
Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

Nevin J. Zimmerman, Esq.
221 McKenzie Avenue
Panama City, Florida 32401

**Article Eight
Effective Date**

The Effective Date of the Corporation is the date of the filing of the Articles of Incorporation.

**Article Nine
Amendment of Articles of Incorporation**

The Articles of Incorporation may be amended in accordance with the Bylaws of the Corporation and in accordance with Florida law.

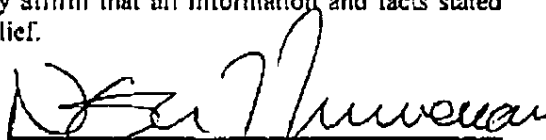
**Article Ten
Dissolution**

Upon the dissolution of the corporation, assets shall be distributed 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 state or local 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.

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In witness whereof, I, Nevin J. Zimmerman, as incorporator, have herunto subscribed my name below on this 11th day of April, 2019, and hereby affirm that all information and facts stated herein are true and correct to my knowledge and belief.

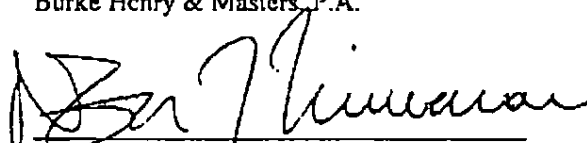


Nevin J. Zimmerman,
Incorporator

Acceptance of Registered Agent

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.

Burke Blue Hutchison Smith Zimmerman
Burke Henry & Masters, P.A.



By: Nevin J. Zimmerman, Esq.
It's Vice President