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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CENTRAL FLORIDA WESLEY FOUNDATION, INC.,  
a Florida not-for-profit corporation**

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Pursuant to the provisions of Section 617.1007, Florida Statutes, **CENTRAL FLORIDA WESLEY FOUNDATION, INC.**, a Florida not-for-profit corporation, hereby adopts the following amendments to its Articles of Incorporation:

The Articles of Incorporation are amended and restated in its entirety to read as follows:

**"ARTICLE I. NAME**

The name of the corporation shall be **CENTRAL FLORIDA WESLEY FOUNDATION, INC.**, a Florida not-for-profit corporation, with its principal place of business located at 1395 Campus View Court, Oviedo, Florida 32765.

**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 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 the Florida Annual Conference and is operated,

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supervised or controlled by the Florida Annual Conference. In furtherance thereof, this corporation is organized to provide a Christian ministry to students, faculty and staff of institutions of higher education of the greater Orlando metropolitan area of Florida as an affiliated organization of the United Methodist Church, and for such other purposes as may be proper under the laws of the United States of America and the State of Florida. As a part of the connectional body of United 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*.

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 private persons.

### 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 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 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;

(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;

(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. DIRECTORS**

The members of the Board of Directors of the corporation shall be elected

by the Florida Annual Conference, United Methodist Church. At all times there shall be at least three directors of the corporation.

#### **ARTICLE VII. OFFICERS**

The officers of the corporation shall be appointed as provided in the Bylaws of the corporation and shall be a President, Vice President, Secretary and Treasurer. The President shall be the Chairperson of the Board of Directors, and the Vice President shall be the Vice Chairperson of the Board of Directors.

#### **ARTICLE VIII. 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*.

#### **ARTICLE IX. REGISTERED AGENT**

The name and street address of the registered agent for the corporation is Erwin Lopez, 1395 Campus View Court, Oviedo, FL 32765. As witnessed by the signature below, the registered agent acknowledges his or her position and has agreed to serve until such time as written notice is given of his or her resignation at which time the corporation shall designate a new registered agent.

#### **ARTICLE X. 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, VI, and XI hereof and this Article X shall require the approval of the Board of Directors of the East Central District of the Florida Annual Conference of the United Methodist Church.

**ARTICLE XI, 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. Upon the dissolution of the corporation, all assets of the corporation remaining after all liabilities and obligations of the corporation have been paid, satisfied and discharged will be transferred, conveyed, and distributed to the Florida Annual Conference. If on the date of such proposed distribution, the Florida Annual Conference is no longer in existence or does not qualify for exempt status under §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 the United Methodist entity (the "Successor Organization") entitled under The Book of Discipline of The United Methodist Church, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of upon its dissolution.

If pursuant to the preceding paragraphs, the corporation's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §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 this corporation; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE XII. 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 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. 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

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settlement of any claims or actions against the indemnitee, or threats thereof."

The above amendments to the Articles of Incorporation of the corporation were adopted by the members of the corporation on August 18, 2015, and the number of votes cast for the amendments were sufficient for approval. The above amendments shall be effective upon the date of filing with the Secretary of State of the State of Florida.

Matthew Kanagy  
Matthew Kanagy, President

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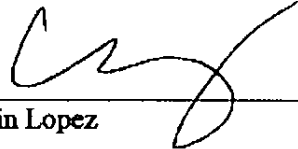
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**ACKNOWLEDGMENT OF REGISTERED AGENT**

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.

Date: August 20, 2015

  
Erwin Lopez

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