

N94000005277

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

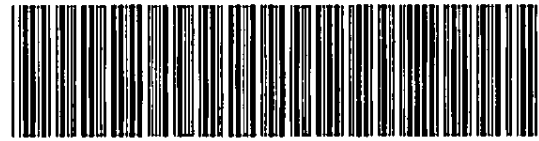
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~Corporation change
incorporation
Subscribers~~
~~Signature incorporation~~

Office Use Only



800397029418

11/09/22--01010--001 **95.00

FILED
2023 MAR 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FL

Restated Articles

MAR 16 2023

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mae Edwards Memorial United Methodist Church, Inc.

DOCUMENT NUMBER: N94000005277

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Tingleff
(Name of Contact Person)

Mae Edwards Memorial United Methodist Church, Inc
(Firm/ Company)

5052 Mulat Road
(Address)

Milton FL 32583
(City/ State and Zip Code)

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

FILED
2023 MAR 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FL

For further information concerning this matter, please call:

John Tingleff at 408 781-2904
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

To: Diane C. Cushing, Senior Section Administrator
From: John Tingleff, Mae Edwards UMC, Inc.
Date: February 21, 2023
Reference: n94000005277, 523a00002970
Attachments: February 7th letter; Corrected Articles

I have corrected the document as you indicated in your February 7th letter and February 21st email. I have also taken the opportunity to consolidate Article V and Article X, as well as specify the directors as "current" rather than "initial".

RECEIVED
FEB 23 2023



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2023

JOHN TINGLEFF
MAE EDWARDS MEMORIAL UNITED METHODIST CH
5052 MULAT ROAD
MILTON, FL 32583

SUBJECT: MAE EDWARDS MEMORIAL UNITED METHODIST CHURCH, INC.
Ref. Number: N94000005277

We have received your document for MAE EDWARDS MEMORIAL UNITED METHODIST CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 523A00002970



FILED
2023 MAR 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATED INCORPORATION OF
MAE EDWARDS COMMUNITY CHURCH, INC.
A FLORIDA NONPROFIT CORPORATION

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of the Mae Edwards Memorial United Methodist Church, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida are amended and restated to provide as follows

ARTICLE I.

The name of this corporation is Mae Edwards Community Church, Inc.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of the Original Articles of Incorporation with the Department of State of the State of Florida on October 24, 1994.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for religious, charitable, religious educational and religious literary purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("religious purposes within the

meaning of Section 501(c)3 of the Code"). In furtherance of these purposes, the Corporation shall (i) conduct programs designed to accomplish religious purposes within the meaning of Section 501(c)(3) of the Code thereby serving Northwest Florida (ii) enhance public awareness of the benefits of commitment to the gospel (iii) endeavor to establish active fellowship in Northwest Florida or biblically based believers united for the operation of an effective church ministry (iv) serve Northwest Florida's need for religious purposes within the meaning of Section 501(c)(3) of the Code and: (v) act as a coordinating organization for outreach of religious initiatives in Northwest Florida: without limiting the generality of the forgoing:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code providing or furthering the purposes described above.

(b) Raise funds for the Corporation and any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with government agencies in furtherance of these purposes.

(f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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.

(ii) 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 any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.

The directors shall be elected as stated in the bylaws. No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt

organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of directors of the Corporation shall be six (6) provided, however, that such number may be increased to as many as eleven (11); or decreased to no less than three (3) at an annual meeting of the members. The current Board of Directors shall consist of the persons named herein. Thereafter, the Board of Directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

James Vasser,
5057 Mulat Road
Milton FL 32583

Scott Markel
3535 Country View Lane
Milton FL 32583

Ray Maddox
2700 DeLuna Way
Milton FL 32583

Stacee Tingleff
3361 Montecito Blvd
Milton FL 32583

Patricia Stoughton
9975 Pond Road
Milton FL 32583

John Tingleff
3361 Montecito Blvd
Milton FL 32583

(b) The Board of Directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time

ARTICLE VI.

The street address of the principal office of the Corporation is 5052 Mulat Road Milton Florida 32583.

The street address of the current registered agent of the Corporation is 9975 Pond

Road Milton FL 32583.

The name of the current registered agent at such address is Patricia Stoughton.

ARTICLE VII.

Any person may become a member of the Corporation who is interested in furthering the purposes of the Corporation in Northwest Florida and is elected as such by the existing members based upon uniform and nondiscriminatory criteria established by the Board of Directors in accordance with the Corporation's bylaws. All members may be required to pay such dues and membership fees as the Board of Directors shall put in place on a nondiscriminatory basis.

ARTICLE VIII.

(a) The Corporation hereby indemnities and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith

in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such

person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE IX.

The bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

ARTICLE X.

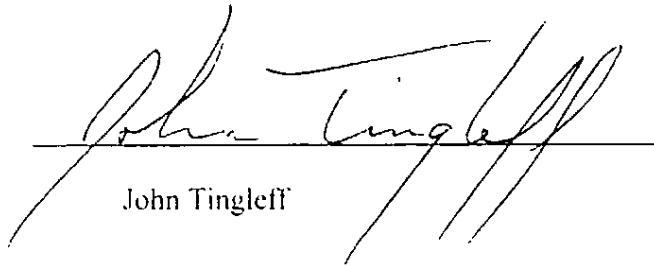
Amendments to the Articles of Incorporation may be proposed by three or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) have been published in or with the notice of the meeting.

ARTICLE XI.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, to benefit the inhabitants of Northwest Florida or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for religious purposes within the meaning of Section 501(c)(3) of the Code as said court shall determine.

These Amended and Restated Articles of Incorporation have been duly authorized by unanimous written consent of the Board of Directors. Members consent was not required to the changes contained herein.

The undersigned, on behalf of this this nonprofit corporation under the Laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation on November 8, 2022.



John Tingleff

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

MAE EDWARDS COMMUNITY CHURCH, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—that MAE EDWARDS COMMUNITY CHURCH, INC., duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Milton, County of Santa Rosa, State of Florida has named Patricia L. Stoughton located at 9975 Pond Road, City of Milton, County of Santa Rosa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Patricia L. Stoughton, Registered Agent