

BRUCE H DAVIS
ATTORNEY AT LAW
10 CENTRAL AVENUE
CRESCENT CITY, FLORIDA 32112

July 13, 1995

FAX 904-698-1412

904-698-1412

N95000003364

Secretary of State
State of Florida
David E. Mann, Director
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400001542584
-07/20/95--01078--003
****122.50 ****122.50

Re: JOHN WESLEY MEMORIAL METHODIST CHURCH, INC.

Dear Mr. Mann,

Enclosed please find Articles of Incorporation for the above referenced corporation to be filed with your office. I have also enclosed my client account check in the amount of \$122.50; which sums represent payment of the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	35.00

I have also enclosed a copy of the Articles of Incorporation for your use in certifying same. Please return the certified copy to me at your earliest convenience.

Thank you for your consideration in this matter.

Yours very truly,

Bruce H. Davis
Bruce H. Davis

BHD/pb
Enclosures (3)

[Handwritten signature]
7/15

FILED
95 JUL 17 PM 12: 33
RECEIVED
95 JUL 17 AM 9: 31
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DAVID E. MANN, DIRECTOR
409 E. GAINES STREET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN WESLEY MEMORIAL METHODIST CHURCH, INC.

FILED
95 JUL 17 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and that we have adopted and do hereby certify the following as our Articles of Incorporation.

ARTICLE I. - NAME

The name of this corporation shall be JOHN WESLEY MEMORIAL METHODIST CHURCH, INC., and its principal place of business shall be 206 S. Prospect Street, Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, and in any other state of the United States other than the State of Florida, as the Corporation may hereinafter desire and determine.

ARTICLE II. - PURPOSE

The general nature of the business or businesses to be transacted by the Corporation shall be to transact any or all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes. A further purpose of this corporation shall be to establish and maintain in Putnam County, Florida, an International Methodist Church.

ARTICLE III. - MEMBERSHIP

The doctrinal basis, manner of admission, qualification for membership, shall conform to the requirements of the Discipline of the International Methodist Church of Putnam County, Florida, as adopted and approved by the General Conference and to the rulings of the Bishops of said Church. All members of the Charge Conference of the Church being

incorporated in good and regular standing are members of this corporation.

ARTICLE IV. - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Sotero Arroyo - 108 Deerstand Rd., Florahome, FL 32140
James L. Sloan - 206 S. Prospect St., Crescent City, FL 32112

ARTICLE VI. - OFFICERS

The Officers of this corporation shall be a President, Vice President, Secretary/Treasurer, and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as Officers of this corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	SOTERO ARROYO
Vice-President	EDNA WOOD
Secretary/Treasurer	JAMES L. SLOAN

The Officers shall be members of the Board of Directors, and shall be elected by the Board of Trustees in the manner provided in the By-Laws.

ARTICLE VII. - BOARD OF DIRECTORS

The Board of Directors, which shall consist of not less than three, nor more than nine persons, shall be elected by the Charge Conference of the Church as provided in the By-Laws and Discipline of the International Methodist Church.

The names and addresses of the initial Board of Directors are as follows:

SHELTON WOOD, Rt. 1, Box 124, San Mateo, FL 32187
JAMES SLOAN, 206 S. Prospect St., Crescent City, FL 32112
SOTERO ARROYO, 108 Deerstand Rd., Florahome, FL 32140
EDNA WOOD, Rt.1, Box 124, San Mateo, FL 32187

The Directors shall serve until their successors are duly elected and qualified.

ARTICLE VIII. - BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be amended and changed from time to time by the Board of directors.

The By-Laws of the corporation shall include the Discipline of the International Methodist Church of Putnam County, Florida, as from time to time enacted, authorized and declared by its General Conference; and no other By-Laws shall be adopted inconsistent with the provisions of the Discipline.

ARTICLE IX. - LOCATION

JOHN WESLEY MEMORIAL METHODIST CHURCH, INC., desiring to organize under the laws of the State of Florida, declares that its initial registered office is 206 S. Prospect Street, Crescent City, FL 32112. The name of its initial Registered Agent at said address is JAMES L. SLOAN, for the purpose of accepting service of process within the State. Said Registered Agent's acceptance of this designation is indicated below.

ARTICLE X. - ARTICLES

These Articles of Incorporation may be amended, altered or rescinded by a 2/3 majority vote of those members present at the annual meeting or at any special meeting called for said purpose of altering, amending or rescinding the same Articles of Incorporation, as set forth in the By-Laws.

ARTICLE XI. - POWERS

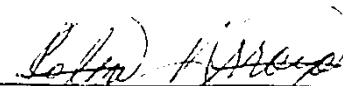
This corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber all such property in conformity with the Discipline of the International Methodist Church; to borrow money, execute notes, bond and other evidences of indebtedness and secure the same by mortgage and annuity bonds, and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in its religious, educational, benevolent, or social activities, without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for services

rendered. Subject to the provisions of the Discipline of the International Methodist Church, the corporation shall have the power to erect and maintain buildings for the worship of God, and for training in Christian Faith and conduct; and to acquire or build and maintain residences for the use and occupancy of it's ministers. No real property shall be sold, conveyed, transferred or otherwise disposed of without the prior approval of the members attending the Charge Conference called specifically for this purpose.

ARTICLE XII. - DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall receive any dividend or share in the income from the undertakings of this corporation, and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed as provided in the Discipline of the International Methodist Church, and shall be distributed among the participating organizations which are qualified for exemption under Section 501 (c) (3) and Section 170 (c) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 13th day of July, A. D. 1995.

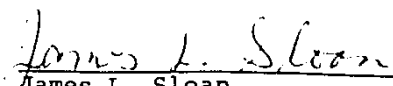


Sotero Arroyo



James L. Sloan

The undersigned, having been named to accept service of process for the above Corporation at the place indicated in the foregoing Articles of Incorporation, does hereby agree to act in said capacity, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



James L. Sloan
Registered Agent

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this
13th day of July, A. D. 1995, by SOTERO ARROYO
and JAMES L. SLOAN, who are personally known to me or who have
produced FL Driver's License No. A600-780-50-050-0
and FL Driver's License No. S450-440-28-389-0
respectively
as identification and who executed the foregoing under oath.

My Commission expires:

Ruby C. Booth
Notary Public



RUBY C. BOOTH
MY COMMISSION # CC342362 EXPIRES
February 12, 1998
BANCED THRU TROY FAH INSURANCE, INC.

Ruby C. Booth
Printed name of Notary

FILED
95 JUL 17 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000003364

Requestor's Name

400001710664
-02/08/96--01084--010
*****87.50 *****87.50

WESLEY MEMORIAL CHURCH (IMC)
"A HOUSE OF PRAYER"
P. O. BOX 1237
SAN MATEO, FL 32187

Office Use Only

BER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 FEB -8 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-9-96

Examiner's Initials LEJ

ARTICLES OF AMENDMENT

FILED

to

96 FEB -8 PM 12: 09

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

N95000003364

JOHN WESLEY MEMORIAL METHODIST CHURCH, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED) added to Article 11, Purpose, "The purpose for which the corporation is exclusively religious within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

added to Article XI, Powers, "Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

January 25, 1996

SECOND: The date of adoption of the amendment(s) was January 25, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment The amendment(s) was(were) adopted by the board of directors

JOHN WESLEY MEMORIAL METHODIST CHURCH, INC

Corporation Name

Shelton Wood
Signature of Chairman, Vice Chairman, President or other officer

Chairman, Pastor Shelton Wood

Typed or printed name

Chairman of Board,

Title

February 3, 1996

Date