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LAW OFFICE OF  
LLOYD G. HENDRY, P.A.  
941-332-7123  
FACSIMILE 941-332-6147

LLOYD G. HENDRY  
MARY HENDRY BONNE  
HARRY O. HENDRY

SOCIETY FIRST FEDERAL CENTER  
2201 SECOND STREET, SUITE 502  
P.O. BOX 1809  
FORT MYERS, FLORIDA 33902

February 12, 1996

Sandra B. Mortham  
Secretary of State  
Department of State  
The Capitol  
Tallahassee, Florida 32304

800001714916  
-02/14/96--01072--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

ATTENTION: Corporate Division

RE: Filing of a Not-for-Profit Corporatic

800001714928  
-02/14/96--01072--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

THE DISTRICT BOARD OF MISSIONS AND CHURCH EXTENSIONS OF  
THE FORT MYERS DISTRICT OF THE UNITED METHODIST CHURCH

Dear Madam Secretary:

Enclosed are the following for filing:

1. Articles of Incorporation (in duplicate).
2. Certificate of Designation of Registered Agent and Registered office of the corporation.
3. Our Check in the amount of \$87.50 to cover the cost of filing the Articles of Incorporation, and the cost of certifying the duplicate copy and returning to this office.
4. Check of the Fort Myers District in the amount of \$35.00 to cover the filing fee of the Designation of Registered Agent.

Please return a certified copy of the Articles of Incorporation in due course.

Yours very truly,

*Lloyd G. Hendry*  
Lloyd G. Hendry

FILED  
96 FEB 14 PM 3:08  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

LGH/ds

Enclosures

cc: Winnifred Hoffmann

FEB 16 1996 BSB

**ARTICLES OF INCORPORATION OF  
THE DISTRICT BOARD OF MISSIONS AND CHURCH EXTENSION  
OF THE FORT MYERS DISTRICT OF THE UNITED METHODIST CHURCH, INC.**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, a not-for-profit corporation, with no stock issued, hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be the DISTRICT BOARD OF MISSIONS AND CHURCH EXTENSION OF THE FORT MYERS DISTRICT OF THE UNITED METHODIST CHURCH, INC., a not-for-profit corporation, with its principal place of business located at 1605 Royal Palm Avenue, Fort Myers, Florida 33901.

**ARTICLE II. PURPOSE**

The purpose of the corporation is to serve the interests of the United Methodist Church in the United States, The Florida Annual Conference of the United Methodist Church, and in particular the needs of the Fort Myers District of the United Methodist Church. The purposes of the corporation shall be broad and include (but are not limited to) assisting United Methodists in the development and formation of new congregations, in the revitalization of existing congregations, and in helping churches respond to the needs of the communities within the Fort Myers District. This church organization shall support the doctrine of the United Methodist Church, 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. MEMBERSHIP**

The members of the corporation shall consist of those members of United Methodist churches within the Fort Myers District of the Florida Annual Conference of the United Methodist Church, together with all clergy who are members of the Florida Annual Conference of the United Methodist Church who serve appointments within the Fort Myers District.

**ARTICLE IV. 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 V. POWERS**

This corporation shall have all powers permitted by Florida law, including but not limited to the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property in conformity with the *Book of Discipline of the United Methodist Church*; to borrow money, execute notes, bonds, or other evidences of indebtedness and secure the same by mortgage and deeds of trust, 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; to accept gifts and benevolence and to otherwise raise funds; and, subject to the provisions of the *Book of Discipline of The United Methodist Church*, the corporation shall have the power to erect, maintain, lease and hold title to buildings for the worship of God, for training in the Christian faith and for general administrative purposes, and to acquire, build, lease, maintain and hold title to residences for the use and occupancy of ministers of the United Methodist Church.

#### **ARTICLE VI. OFFICERS**

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

2. The names and addresses of the persons who will initially serve as officers of the corporation, until their successors in office are duly elected and qualified are:

President	David Moore 9317 Pineapple Road Fort Myers, Florida 33912
Vice President	Ted L. Sauter 600 Seagate Drive Naples, Florida 33940
Secretary	Estelena Gill 4790-2101 South Cleveland Avenue Fort Myers, Florida 33907
Treasurer	Allen Prather 619 Sunnyside Court Fort Myers, Florida 33919

3. The officers shall be members of the Board of Directors, and shall be elected by the members at the District Conference of the Fort Myers District of the Florida Conference of the United Methodist Church in such manner and for such term as may be provided in the By-Laws of this corporation.

#### ARTICLE VII. BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors, which shall consist of not less than seven, nor more than thirty who shall, other than the District Superintendent, be elected by its members at the District conference of the Fort Myers District of the Florida Conference of the United Methodist Church in such manner and for such term as may be provided in the By-Laws of this corporation. The District Superintendent shall at all times be a member of the Board of Directors.

2. The names of the initial Board of Directors are as follows:

Larry E. Cook, District Superintendent  
Allen Prather  
Harry Holloman  
Ted L. Sauter  
Robert Titus  
James E. Lake  
Darrell Ward  
Estelena Gill  
David Moore

3. The above-named Board of Directors shall serve until their successors are duly elected and qualified.

4. The business of the Board of Directors may be conducted by an Executive Committee as delegated by the Board of Directors or as provided in the By-Laws.

5. The Board of Directors may from time to time elect such ex-

officio members as it may determine to be appropriate or desirable for such terms as it may see fit.

#### **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 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 X. AMENDMENT**

These Articles of Incorporation may be amended as set forth in the By-Laws of the corporation.

#### **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 and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed to the Board of Trustees of the Florida Annual Conference of the United Methodist Church 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.

IN WITNESS WHEREOF, we the undersigned incorporators, have hereunto set our respective signatures on the 2<sup>nd</sup> day of February, 1996.

David Moore  
DAVID MOORE, President

Ted L. Sauter  
TED L. SAUTER, Vice President

Estelena Gill  
ESTELENA GILL, Secretary

Allen Prather  
ALLEN PRATHER, Treasurer

Larry E. Cook  
LARRY E. COOK,  
District Superintendent

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME this 2<sup>nd</sup> day of February, 1996, personally appeared DAVID MOORE, who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Kimberly Hoffmann  
Signature of Notary Public  
My Commission CC411514  
Expires Nov. 08, 1998  
Ounded by NCNU  
Print Name of Notary  
Commissioned Name of Notary

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME this 2<sup>nd</sup> day of February, 1996, personally appeared TED L. SAUTER, who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Winnifred A Hoffmann  
Signature of Notary Public  
WINNIFRED A HOFFMANN  
My Commission CC411814  
Expires Nov. 08, 1998  
Printed Name of Notary

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME this 2<sup>nd</sup> day of February, 1996, personally appeared ESTELENA GILL, who acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Winnifred A Hoffmann  
Signature of Notary Public  
WINNIFRED A HOFFMANN  
My Commission CC411814  
Expires Nov. 08, 1998  
Printed Name of Notary

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME this 2<sup>nd</sup> day of February, 1996, personally appeared ALLEN PRATHER, who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

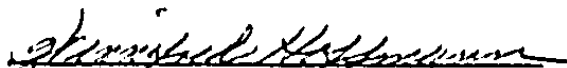
Winnifred A Hoffmann  
Signature of Notary Public  
WINNIFRED A HOFFMANN  
My Commission CC411814  
Expires Nov. 08, 1998  
Printed Name of Notary

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME this 2<sup>nd</sup> day of February, 1998, personally  
appeared LARRY E. COOK, who acknowledged before me that he executed  
and subscribed to these Articles of Incorporation.

  
Signature of Notary Public  
WINNIFRED A. HOFFMANN  
My Commission CC411814  
Expires Nov. 08, 1998  
Printed Name of Notary

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE DISTRICT BOARD OF MISSIONS AND CHURCH EXTENSION OF THE  
FORT MYERS DISTRICT OF THE UNITED METHODIST CHURCH, INC.

2. The name and address of the registered agent and office is:

WINNIFRED HOFFMANN  
Fort Myers District Office  
1605 Royal Palm Avenue  
Fort Myers, Florida 33901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Winnifred Hoffmann  
(Signature)

February 2, 1996  
(Date)

Registered Agent filing fee \$35.00

FILED  
FEB 14 PM 3:09  
TALLAHASSEE, FLORIDA