

Law Offices of
DAVID H. BOOHER, III

N96000001097

2020 HENDRICKS AVENUE
Jacksonville, Florida 32207

TELEPHONE (904) 300-0000

February 21, 1996

Division of Corporations
Secretary of State's Office
P. O. Box 6327
Tallahassee, Florida 32314

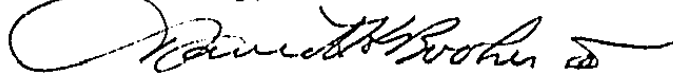
Re: Arlington Congregational Church, United Church of
Christ, Inc.

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation for filing on
the above mentioned. Also enclosed is my check for \$122.50 to
cover cost of same.

Please forward a certified copy at your earliest convenience.

Sincerely,



David H. Booher, III

DHB:bjb

Enclosures

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SN FEB 29 1996

FILED
90 FEB 23 AM 9:29
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ARLINGTON CONGREGATIONAL CHURCH,
UNITED CHURCH OF CHRIST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Arlington Congregational Church, United Church of Christ, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

(a) To maintain a church organization to promote and conduct the worship of Almighty God, as revealed in Jesus Christ and to engage in such religious, philanthropic, missionary, community and social activities as may be in harmony with the Congregational faith and order. Such organization shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and By-Laws of the United Church of Christ adopted July 4, 1961, relating to local Churches. The autonomy of this church corporation is inherent and modifiable only by its own action. Nothing in the aforesaid Constitution and By-Laws of the United Church of Christ shall destroy or limit the right of this church corporation to operate and continue to operate in the way customary to it; nor shall be construed as giving to the General Synod, or to any Conference or Association now, or at any future time, the power to abridge or impair the autonomy of this church corporation in the management of its own affairs. These affairs include, but are not limited to the right to retain, or adopt, its own methods of organization, worship, and education; to retain, or amend, these Articles of Incorporation and by the By-Laws to be adopted pursuant hereto; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for their discipline or dismissal; to call, or dismiss, its pastor or pastors by such procedure as it shall determine; to acquire, own, manage, and dispose of property and funds; to control its own benevolences; to

withdraw by its own decision from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it; and to connect itself to any other body or denomination of Christians as it may desire if such withdrawal is effected.

(b) To establish, maintain and operate a church or place of religious worship for the use of its members and their friends.

(c) To conduct business, have one or more offices and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in the State of Florida and all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To build, construct, buy, lease, own, use, operate and maintain any buildings or structures as from time to time shall be considered necessary, convenient or expedient for the use and convenience of its members and their friends as church, Bible School, day school, offices for the transaction of church business and residences for ministers and employed personnel of the corporation.

(f) To purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, any bonds, securities or other evidences of indebtedness by any other corporation, whether domestic or foreign, for profit or not for profit.

(g) To operate or participate in the operation of schools and other institutions for services to children or to aged or disabled adults.

ARTICLE IV - MEMBERS

The qualifications of members of this corporation shall be that prescribed by the By-Laws of this corporation. The members of this corporation shall be the undersigned and all other communicant

members now in good and regular standing of the Arlington Congregational Church, United Church of Christ, Inc., formerly known as Arlington Congregational Church, Inc., and such other persons as may from time to time become communicant members of said body and so long as they remain in good and regular standing as such members. The manner, form and requisites of application for and admission to membership shall, be prescribed by the By-Laws of this corporation. No incorporator or member shall have any vested right, interest or privilege in, to or of any of the estate, functions, affairs or franchises of such corporation, or any right, interest, privilege or license which may be transferred or inherited or which shall continue after his or her membership ceases, or during his or her suspension, or while he or she is not in good standing or upon his or her death.

ARTICLE V. - INITIAL PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is:

431 University Boulevard, North
Jacksonville, Florida 32211

and the name of the initial registered agent of this corporation at that address is Robert E. McGauley.

ARTICLE VI. - INITIAL BOARD OF TRUSTEES

The corporation shall have 8 trustees constituting the initial Board of Trustees. The number of trustees may be either increased or decreased from time to time by the By-Laws. Election of Trustees shall be prescribed by the By-Laws of this corporation. The names and addresses of the initial Board of Trustees of this corporation are:

NAME	ADDRESS
Daniel Dieterle, Chairman	4105 Heath Road Jacksonville, Florida 32277
William Dempsey, III	11539 Kingsley Manor Way Jacksonville, Florida 32225

Dr. Jon Thompson	129 36th Avenue, South Jacksonville Beach, Florida 32250
Michael Herrington	5532 Primrose Lane Jacksonville, Florida 32277
Jon Lyon	1837 Sea Oats Drive Atlantic Beach, Florida 32233
Richard B. Cardell	1519 Cornell Road Jacksonville, Florida 32207
Anna Rae Sander, Secretary	2036 Maracaibo Road Jacksonville, Florida 32211
Douglas Souers	3769 Manor Oaks Drive Jacksonville, Florida 32277

ARTICLE VI. - INCORPORATORS

The name and address of each person signing these Articles is:

Name	Address
Robert E. McGauley	431 University Boulevard, North Jacksonville, Florida 32211

ARTICLE VII. - MANAGEMENT

(a) The business affairs of this corporation are to be managed by Board of Trustees of not less than five (5) nor more than fifteen (15) members, the particular number to be fixed by the By-Laws of this corporation, which Board shall include at least a Chairman and a Vice-Chairman.

(b) Such Board of Trustees shall be elected by a majority of a quorum (to be fixed by the By-Laws) of the members of the corporation in good standing at the regular meeting of the corporation, to be held not later than the third Wednesday in January of each year beginning with the year 1997.

(c) The officers provided for in this Article and such other officers pertaining to the Board of Trustees as may be provided for in the by-Laws of this corporation, shall be elected by the Board of Trustees, at the time and in the manner prescribed by the By-Laws.

(d) Vacancies among the officers named above shall be filled in the manner prescribed by the By-Laws.

(e) The By-Laws may provide for the election of Trustees for terms not exceeding four years, in which event said Board shall be divided into four classes of equal number so far as possible, one such class to be elected annually in the manner prescribed herein and in the By-Laws.


VIII. - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX. - AMENDMENT

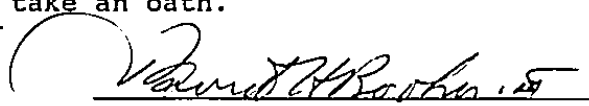
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, 1996.


ROBERT E. MCGAULEY
INCORPORATOR

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT E. MCGAULEY who produced as identification: driver's license and he acknowledged before me that he executed the Articles of Incorporation and who did ~~not~~ take an oath.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



"OFFICIAL SEAL"
David H. Booher III
My Commission Expires 4/30/96
Commission #CC 197423

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, and all other pertinent laws of Florida, the following is submitted:

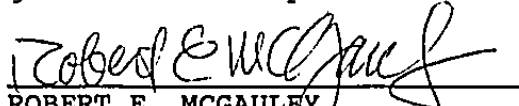
**ARLINGTON CONGREGATIONAL CHURCH,
UNITED CHURCH OF CHRIST, INC.**

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida has named Robert E. McGauley, 431 University Boulevard, North, Jacksonville, Florida, as its agent to accept service of process within the State of Florida.

DATED February 13, 1996


ROBERT E. MCGAULEY
INCORPORATOR

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


ROBERT E. MCGAULEY
INCORPORATOR, RESIDENT AGENT

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RECEIVED
ALLAHAMASSIE, FLORIDA