

196000003517

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PICK-UP WAIT MAIL

(Business Entity Name)

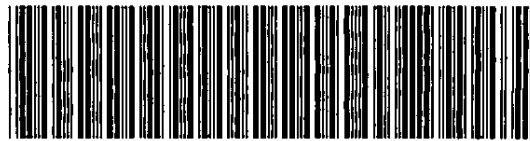
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Welch 9/19/16
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SEP 19 2016

R. WHITE

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SEP 19 2016
TALLAHASSEE, FLORIDA

16 SEP 19 PM 12:27

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2016

JEANNE WELCH
7915 HERLONG RD
JACKSONVILLE, FL 32210

SUBJECT: METHODIST CHILDREN'S VILLAGE, INC.
Ref. Number: N96000003517

We have received your document for METHODIST CHILDREN'S VILLAGE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents under one filing fee. Please choose one to file and resubmit.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 716A00019034

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: METHODIST CHILDREN'S VILLAGE, INC.

DOCUMENT NUMBER: N96000003517

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

Please return all correspondence concerning this matter to the following:

Jeanne Welch
(Name of Contact Person)

Methodist Children's Village, Inc.
(Firm/ Company)

7915 Herlong Road
(Address)

Jacksonville, FL 32210
(City/ State and Zip Code)

villagechildcare@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeanne Welch at 904 783-1681
(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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
METHODIST CHILDREN'S VILLAGE, INC.**

FILED
16 SEP 19 PM 12:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Not For Profit Corporation

The ARTICLES OF INCORPORATION for this corporation are amended by complete re-statement.

ARTICLE I

NAME

The name of this corporation is METHODIST CHILDREN'S VILLAGE, INC. (The Corporation).

ARTICLE II

CORPORATE OFFICE

The principal place of business and the mailing address shall be 7915 Herlong Road, Jacksonville, Florida, 32210.

ARTICLE III

PURPOSE

3.01. Methodist Children's Village, Inc. shall be a ministry of the North East District of the Florida Annual Conference of The United Methodist Church. The charitable non-profit purposes of the corporation are to provide developmentally-based care and education for young children, irrespective of income, race or religion and to support parents' (guardians') ability to nourish and cherish their children. 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.

3.02. The activities of the Corporation shall be defined and limited by *The Book of Discipline* of The United Methodist Church as it now exists and may hereafter be modified by the actions of the Florida Annual Conference of The United Methodist Church. In furtherance of its exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry

out the purposes of, the North East District, Florida Annual Conference, United Methodist Church and is operated, supervised or controlled by the North East District, Florida Annual Conference, United Methodist Church.

3.03. It shall have authority to secure by donations, devise, purchase, or otherwise, real estate or property of other kinds, and dispose of it for the use and benefit of The United Methodist Church within the area where it is located and 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. The Corporation, and all its property, both real and personal, shall at all times 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. Subject to the restriction; and limitations herein set forth, the Corporation shall use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, educational and 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.

3.04. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 organization. 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 or in opposition to any candidate for public office. Notwithstanding any other provision herein, this 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 this Corporation.

ARTICE IV

DURATION

This Corporation shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

MEMBERS

There shall be no members of the Corporation. The affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE VI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation is exclusively vested in the Board of Directors of this Corporation.

ARTICLE VII

BOARD OF DIRECTORS

A Board of Directors composed of no less than twelve (12) persons shall set policy and shall guide the work of the Corporation. At all times, at least 60% of the members of the Corporation's Board of Directors must be elected by the Board of Directors (also known as the District Leadership Council) of the North East District, Florida Annual Conference, United Methodist Church, Inc., an organization required to act in accordance with the Book of Discipline of The United Methodist Church.

The number of Directors and the terms of office shall be set forth in the bylaws. The Board of Directors shall meet at such times as they may elect but no less than annually and at other times upon the call of a member of the Board of Directors.

ARTICLE VIII

OFFICERS

The Board of Directors shall elect from among its members a President and a Treasurer and such other officers as are deemed necessary by the Board of Directors. The Board of Directors shall also elect a Vice President and a Secretary who may or may not be a member of the Board of Directors. These officers shall fulfill the functions generally associated with their offices and as set forth in the Bylaws, and such other functions as are assigned to them by the Board of Directors.

ARTICLE IX

AMENDMENTS

Subject to the restrictions of this section these Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a meeting of the Board of Directors by no less than sixty percent (60%) of the Directors present at such meeting following no less than ten (10) days written notice of the meeting specifying the proposed amendment; provided, however, that the Articles may be amended by unanimous written consent of the Board of Directors consenting to such amendment to these Articles of Incorporation.

However, no amendment shall occur without the prior consent of the District Superintendent of the North East District, Florida Conference of the United Methodist Church.

Any amendments to the following provisions shall require the approval of the North East District, Florida Annual Conference, The United Methodist Church:

Article III Purpose

Article VII Board of Directors

Article IX Amendments

Article XI Dissolution

ARTICLE X

MISCELLANEOUS

Section 1. Neither the directors nor the officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any director or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.

Section 2. The Corporation shall have no capital stock.

Section 3. This Corporation shall have all powers to carry out its purpose and activities incidental to its purposes in furtherance, and not in limitation of the powers conferred by law and by the "Florida Not for Profit Corporation Act", Chapter 617, Florida Statutes, and as the same may be amended.

Section 4. Notwithstanding any other provision 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE XI DISSOLUTION

4.01 Upon the dissolution of the organization, 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 North East District, Florida Annual Conference, The United Methodist Church.

4.02 If on the date of such proposed distribution, the North East District, Florida Annual Conference, The United Methodist Church, 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 organization 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 the North East District, Florida Annual Conference, The United Methodist Church upon its dissolution.

4.03 If pursuant to the preceding paragraphs, the organization'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 organization 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 organization; 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

INCORPORATORS

The Incorporators of this corporation are:

Teresa L. Hill, 1415 LaSalle Street, Jacksonville, FL 32207

Ginger I. Lee, 7915 Herlong Road, Jacksonville, FL 32210

David C. Hastings, Sr., 4605 Argonne Lane, Jacksonville, FL 32210

REGISTERED AGENT

The registered agent of this corporation is Ginger I. Lee, 7915 Herlong Road, Jacksonville, FL 32210.

Approved by the Board of Directors by unanimous written consent: May 5, 2016

The date of each amendment(s) adoption: May 16, 2016, if other than the date this document was signed.

Effective date if applicable: n/a
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/12/16

Signature Jeanne Dillard

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeanne Dillard
(Typed or printed name of person signing)

Board Chair
(Title of person signing)