

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LAKE MAGDALENE UNITED METHODIST CHURCH, INC.
EARLY CHILDHOOD CENTER**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

29th

Amnd & Restated

12-31-14

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December 30, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations
LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY CHIL
2902 FLETCHER AVENUE WEST
TAMPA, FL 33618-3261US

SUBJECT: LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY CHILDHOOD
CENTER
REF: N98000000027

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Regulatory Specialist III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
LAKE MAGDALENE UNITED METHODIST CHURCH, INC
EARLY CHILDHOOD CENTER**

Pursuant to the Florida Not-For-Profit Corporation Act ("Act"), LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY CHILDHOOD CENTER, a Florida not-for-profit corporation (the "corporation") adopts the following Amended and Restated Articles of Incorporation (these "Articles") and does hereby certify:

A. That the Articles of Incorporation of the corporation were filed with the Florida Department of State on January 6, 1998.

B. The amendment to the Articles of Incorporation being effected hereby will completely delete the current Articles of Incorporation as of the date hereof, and will substitute in their place these Articles as set forth herein.

C. These Articles were approved and adopted by the Board of Directors of the corporation and Lake Magdalene United Methodist Church, Inc., a Florida corporation ("LMUMC"), pursuant to the bylaws of the corporation on December 1, 2014, and do not contain any amendments requiring member approval.

D. These Articles shall be effective immediately upon filing by the Department of State of the State of Florida.

* * * * *

ARTICLE I: NAME

The name of this organization shall be Lake Magdalene United Methodist Church, Inc. Early Childhood Center.

ARTICLE II: REGISTERED OFFICE ADDRESS:

The principal place of business and mailing address of this corporation shall be 2902 Fletcher Avenue West, Tampa, Florida 33618.

ARTICLE III: PURPOSES

Section 1: The specific purpose of this corporation shall be to operate a church-related school on the premises and under the direction of the congregation of LMUMC, and to provide a high-quality, age-appropriate education to the whole child in a Christian environment.

Section 2: This corporation is organized exclusively for charitable, religious, and educational purposes for the purpose of qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code. In furtherance of its exempt purposes within the meaning of Section 501(c)(3) of the Code, the corporation is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of LMUMC, and is operated, supervised or controlled by LMUMC.

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Section 3: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this 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 in this Article III. No substantial part of the activities of this 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 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV: DIRECTORS AND ADVISORS

The affairs of this corporation shall be managed by a Board of Directors (the "Board of Directors") who shall be elected as provided herein and in the bylaws of the corporation. The Board of Directors shall consist of the following persons who shall be natural persons who are eighteen (18) years of age or older:

1. Church Trustees Representative;
2. Church Finance Representative;
3. ECC Teacher Representative;
4. ECC Parent Representative;
5. ECC Parent Representative;
6. ECC Parent Representative;
7. A Member at Large;
8. A Member at Large.

There will also be 6 Ex-Officio Advisors to the Board of Directors. They will have no voting rights on the Board. These Ex-Officio Advisors will consist of the following:

1. A Current Ordained Pastor of LMUMC (preferably the Senior Pastor);
2. LMUMC Children's Ministry Staff Representative;
3. ECC Director;
4. ECC Child Care Coordinator;
5. Church Missions Committee Representative
6. Church Staff Parish Relations Committee Representative

Recommendations for Members at Large and the ECC Parent Representatives will be made by the ECC Board of Directors to the Committee on Nominations and Leadership Development of LMUMC. Nominees will then be nominated by the Committee on Nominations and Leadership Development of LMUMC and elected by the Charge Conference of LMUMC.

Recommendations for the ECC Teacher Representative will be made annually by the teachers of the ECC to the Committee on Nominations and Leadership Development of LMUMC. Nominees will

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then be nominated by the Committee on Nominations and Leadership Development of LMUMC and elected by the Charge Conference of LMUMC.

Recommendations for the representatives of LMUMC's Finance, Trustees, Missions, and Staff Parish Relations Committee shall be made annually by their respective committees to the Committee on Nominations and Leadership Development of LMUMC. Nominees will then be nominated by the Committee on Nominations and Leadership Development of LMUMC and elected by the Charge Conference of LMUMC.

A current Ordained Pastor of LMUMC, ECC Director, ECC Child Care Coordinator, and LMUMC Children's Ministry Staff Representative shall serve as Ex-Officio (non-voting) Advisors by nature of their professional relationship in their respective positions. Other matters related to the Board of Directors shall be as set forth in the bylaws of the corporation.

ARTICLE V: OFFICERS

This corporation shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary whose duties will be stated in Florida Statutes 617.0840 and 617.0841, and by-laws of the corporation.

Said officers shall be elected and appointed at an annual meeting of the Board of Directors of the Early Childhood Center.

ARTICLE VI: LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VII: BYLAWS

The Board of Directors of the corporation shall adopt such bylaws for the conduct of its activities, as it may deem appropriate from time to time. Upon proper notice, the bylaws, as so adopted, may be amended, altered, or rescinded by the affirmative vote of at least two-thirds of the voting members of the Board of Directors present at the meeting that a quorum is present. For purposes of any meeting called to approve any amendment, alteration, or rescission of the bylaws, three-fourths of the voting members of the Board of Directors shall constitute a quorum for conducting such meeting.

ARTICLE VIII: DISTRIBUTIONS UPON LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, 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 LMUMC.

If on the date of such proposed distribution, LMUMC 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 corporation 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 LMUMC.

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If pursuant to the preceding paragraphs, the corporation'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 corporation 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 corporation; 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 IX: AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles may only be amended at the initiation of the Board of Directors. For purposes of any meeting to approve the proposed amendment(s), three-fourths of the members of the Board of Directors shall constitute a quorum for conducting such meeting. The proposed amendment(s) must then receive (i) the approval by an affirmative vote of at least two-thirds of the members of the Board of Directors at such meeting in which a quorum is present, and (ii) the approval by a majority vote of the members at a Charge Conference of LMUMC. The Charge Conference is to be held immediately before or after a scheduled meeting of the Church Council of LMUMC.

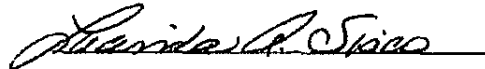
ARTICLE X: COMMENCEMENT AND DURATION

This corporation shall continue to exist as of the date of filing of these Articles of Incorporation with the Secretary of State's Office, and shall exist perpetually thereafter until dissolved.

ARTICLE XI: REGISTERED AGENT AND STREET ADDRESS

The name and street address of the current registered agent is Cynthia B. Burns, 2902 Fletcher Avenue West, Tampa, Florida 33618.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the corporation by its Chairperson on December 15, 2014.



Print Name: LUCINDA A. SISCO

As Chairperson of the Lake Magdalene United
Methodist Church, Inc. Early Childhood Center
Board of Directors

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

Cynthia B. Burns
Cynthia B. Burns