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SWEETING, HALBERT & COLLETON, P.A.  
ATTORNEYS AT LAW

James Sweeting, III  
Stanley E. Halbert  
Larry H. Colleton

February 25, 1998

\*Admitted to Florida  
Georgia Bar and  
South Carolina Bar

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

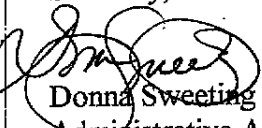
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Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for the Orlando District of the African Methodist Episcopal Church.

If further information is needed, please do not hesitate to contact our office.

Sincerely,

  
Donna Sweeting  
Administrative Assistant

DKS/jf

Melanie J. Westfield  
Paralegal  
  
Mailing Address:  
Post Office Box 3351  
Orlando, FL 32802-3351

Orlando  
227 North Magnolia Ave.  
Suite 10A  
Orlando, FL 32801  
(407) 648-2770  
FAX (407) 649-8735

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First Union Tower  
444 Seabreeze Blvd.  
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Daytona Beach, FL 32118  
(904) 255-2770  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 20, 1998

DONNA SWEETING  
P.O. BOX 3351  
ORLANDO, FL 32801

SUBJECT: ORLANDO DISTRICT OF THE AFRICAN METHODIST EPISCOPAL  
CHURCH, INC.  
Ref. Number: W98000005154

We have received your document for ORLANDO DISTRICT OF THE AFRICAN METHODIST EPISCOPAL CHURCH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 498A00015136

ARTICLES OF INCORPORATION

OF

ORLANDO DISTRICT OF THE AFRICAN METHODIST EPISCOPAL CHURCH, INC.

The undersigned subscribers to these Articles of Incorporation, natural Persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the non profit corporation shall be ORLANDO DISTRICT OF THE AFRICAN METHODIST EPISCOPAL CHURCH, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is to provide spiritual, social, educational and economic opportunities to members of the community, and to provide and develop spiritual leadership development and understanding among youth and adults, through the study of the testimony, teachings and prophesy of Jesus Christ, and Christian theology and the application of the Discipline of The African Methodist Episcopal Church.

A. The specific and primary purposes are:

(1) The purposes of which the corporation is organized are exclusively benevolent, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United Internal Revenue Law.

(2) Notwithstanding any other provisions of these Articles, this organization shall not carry on any other 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 1954 or the corresponding provisions of any future United States Revenue law.

(3) The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor to inure to the benefit of any individual.

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B. In furtherance, but not limitation of the foregoing benevolent, charitable, scientific, literary, and educational purposes, the Corporation shall have the following powers:

(1) To collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities to conduct promotion activities, including advertising and publicity, in or by any suitable manner or media.

(2) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth herein.

(3) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(4) To consider and deal by all lawful means with common problems involved in the promotion of economic growth and development among members, through the provision of financial services and support, pooling of financial resources, participation in community enrichment projects, and to secure and advance cooperative action in advancing common purposes of the members of the association.

#### ARTICLE III - MEMBERSHIP

A. ACTIVE MEMBERSHIP. Any natural person, is eligible to become an active member of the ORLANDO DISTRICT AFRICAN METHODIST EPISCOPAL CHURCH, INC., in accordance with the Book of Discipline of the AFRICAN METHODIST EPISCOPAL CHURCH, with full participation and other privileges, provided he/she is qualified under such rules as the Officers of the Corporation may provide. The initial members of the Corporation shall be those individuals who are assigned by the Bishop of the Eleventh Episcopal District, as pastors of those churches, and the Presiding Elder, which comprise the ORLANDO DISTRICT AFRICAN METHODIST EPISCOPAL CHURCH.

B. ASSOCIATE MEMBERSHIP. Anyone interested in the activities of the Corporation may be awarded an associate membership under such terms and with such

privileges as the Officers of the Corporation may determine.

C. VOTING. On those issues which may from time to time be brought up for a vote, by the direction of the Board of Directors, each active member shall be entitled to one vote. Proxy voting is permitted.

#### ARTICLE IV - EXISTENCE

The existence of this Corporation shall be perpetual.

#### ARTICLE V - MEETINGS

A. ANNUAL MEETING. There shall be an annual meeting during the month of December, unless otherwise ordered by the Board of Directors, for voting and transacting other business. Meetings shall be open to all members, of The Board of Directors. Notice of these meetings, issued by the Secretary, shall be made to the last recorded address of each member of the Board of Directors, at least ten (10) days before the time appointed for the meeting.

B. QUORUM. A majority of the members of The Board of Directors who are present at any one meeting shall represent a quorum.

#### ARTICLE VI - ADDRESS

The street address of the initial office of the corporation shall be 6177 Rhythm Circle, Orlando Florida, 32808. The Executive Committee may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are appointed by vote of the Board of Directors, are as follows:

PRESIDENT:	PRESIDING ELDER:	JOHN A. MAINER
		6177 Rhythm Circle
		Orlando Florida, 32808

VICE PRESIDENT: REVEREND: RAYMOND G. HASTIE  
159 S. Pennsylvania Avenue  
Winter Park, Florida, 32789

TREASURER: REVEREND: MARVIN C. ZANDERS, II  
2525 West Church Street  
Orlando Florida, 32805

#### ARTICLE IX - AMENDMENTS TO ARTICLES

These articles may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors.

#### ARTICLE X - BYLAWS

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

#### ARTICLE XI- DISTRIBUTION OF ASSETS

In the event of dissolution, the residual assets of the organization will be turned over to one, or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

#### ARTICLE XII- ANTI DISCRIMINATION

The corporation does not, nor will not tolerate discrimination, based upon race, sex, creed, national origin, physical handicap, or gender, in the administration, organization, production and implementation of any of the corporations services, functions or activities.

#### ARTICLE XIII- INDEMNIFICATION

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer, or Incorporator of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable

expenses, including attorney fees and disbursements, incurred by him (or by his heirs, executors, or administrators) in conjunction with the defense or settlement of such action, suit proceeding, or in conjunction with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director, Officer, or Incorporator is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, or Incorporator or such heirs, executors or administrators may be entitled apart from this Article.

ARTICLE XIII- REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 6177 Rhythm Circle, Orlando Florida, 32808, and the name of the initial registered agent is JOHN A. MAINER.

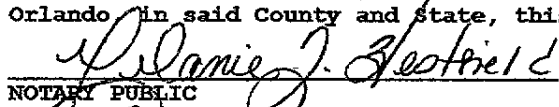
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of the Articles of Incorporation at Orange, County, Orlando, Florida on this \_\_\_\_\_ day of \_\_\_\_\_, 1998.


  
John A. Mainer

STATE OF FLORIDA  
COUNTY OF ORANGE

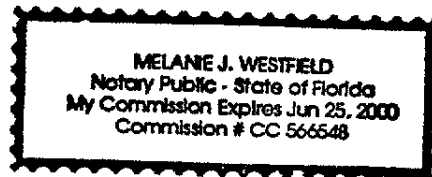
BEFORE ME, the undersigned authority personally appeared, John A. Mainer, who is to me well known to be the person described in and who provided as identification FL # MS60-461-29-418-0, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando in said County and State, this 15<sup>th</sup> day of July, 1998.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

  
Raymond G. Heastie

STATE OF FLORIDA  
COUNTY OF ORANGE



BEFORE ME, the undersigned authority personally appeared, Raymond G. Heastie, who is to me well known to be the person described in and who provided as identification FL # H230-727-32-000-0, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando, in said County and State, this 1st day of July, 1998.

Melanie J. Westfield  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

Marvin C. Zanders, II

STATE OF FLORIDA  
COUNTY OF ORANGE

MELANIE J. WESTFIELD  
Notary Public - State of Florida  
My Commission Expires Jun 25, 2000  
Commission # CC 566548

BEFORE ME, the undersigned authority personally appeared, Marvin C. Zanders, II, who is to me well known to be the person described in and who provided as identification FL # 2536-583-65-046-0, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando, in said County and State, this 1st day of July, 1998.

Melanie J. Westfield  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

MELANIE J. WESTFIELD  
Notary Public - State of Florida  
My Commission Expires Jun 25, 2000  
Commission # CC 566548



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

Pursuant to the provisions of Section 607.0501, 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: ORLANDO DISTRICT OF THE AFRICAN METHODIST EPISCOPAL CHURCH, INC.

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

JOHN A. MAINER  
6177 RHYTHM CIRCLE  
ORLANDO, FLORIDA 32808

Signature: \_\_\_\_\_

(Corporate Officer)

Title: CHIEF EXECUTIVE OFFICER

Date: July 1, 1998

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.

Signature: \_\_\_\_\_

Date: July 1, 1998

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