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FRANK S. STEWART

Attorney At Law

3560 N. 29th Street

Tampa, Florida 33605

Telephone (813) 247-5056

August 26, 1998

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State of Florida
Division of Corporations
P. O. Box 6377
Tallahassee, FL 32314

Re: Articles of Incorporation
GIBSONTON UNITED METHODIST CHURCH, INC.

Dear Madam or Sir:

Enclosed herewith you will find the original and two (2) copies of the proposed Articles of Incorporation for GIBSONTON UNITED METHODIST CHURCH, INC., to be filed with your office.

I am also enclosing herewith my trust account check #2812, in the amount of \$70.00, representing the filing fee for same. Please file and register said corporation with your office.

If there are any questions regarding this matter, kindly feel free to contact my office.

Sincerely,

FRANK S. STEWART

FSS/ej
encls. as stated

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

GIBSONTON UNITED METHODIST CHURCH, INC.
(A Corporation Not-For-Profit)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of the age of twenty-one (21) years or more, acting as Incorporators of a Corporation not-for-profit, adopt the following Articles of Incorporation for such Corporation pursuant to The Book of Discipline of the United Methodist Church and will follow the Constitution of the United Methodist Church.

ARTICLE I

The name of this Corporation shall be GIBSONTON UNITED METHODIST CHURCH, INC., located at 6104 Marilla Avenue, Gibsonton, Florida 33534.

ARTICLE II

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which the Corporation may be organized under this act, including but not limited to:

1. The purposes for which the Corporation is organized are to provide Christian worship and service in accordance with the doctrines of the holy scriptures and the tenets and beliefs of the Methodist Church for the benefit and enjoyment of its members; seek the salvation of the lost through the preaching and teaching of the Gospel of Jesus Christ; and promote Christian fellowship through

spreading the Gospel within its associational affiliations and throughout the world.

2. Enter into transactions for the purchase, sale and/or mortgage of real and personal property and associated activities to secure, use and maintain such buildings and facilities as needed to carry out the religious worship or service according to the doctrines, usages and customs of churches of the Methodist credence.

3. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subject areas herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this Corporation, and to do said acts as fully and to the same extent as natural persons might or could do, in any part of the World, as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

4. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in manner the general powers of the Corporation, or the enjoyment and exercise of these powers as conferred by the laws of the State of Florida. It is intended that the purposes and powers specified in each of the paragraphs of this Article II shall be regarded as independent purposes and powers.

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors,

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 purposes set forth in Subpart A of this Article II. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the IRS Code.

ARTICLE IV

The membership of this Corporation shall follow the Discipline of the United Methodist Church. The United Methodist Church is a part of the church universal, which is one Body in Christ. Therefore all persons, without regard to race, color, national origin, status, or economic condition, shall be eligible to attend its worship services, to participate in its programs, and, when they take the appropriate vows, to be admitted into its membership in any local church in the connection. In The United Methodist Church no conference or other organizational unit of the Church shall be structured so as to exclude any member or any constituent body of the Church because of race, color, national origin, status, or economic condition.

ARTICLE V

The term for which this Corporation shall exist shall be perpetual, commencing on the date of filing.

ARTICLE VI

The name and address of the initial Incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Kato	6104 Marilla Avenue Gibsonton, FL 33534

ARTICLE VII

The affairs of the Corporation shall be administered by a President, Vice President, Secretary, Treasurer, and Trustees, and as many Assistant Vice Presidents, Assistant Secretaries (Clerks), Assistant Financial Secretaries, Assistant Treasurers, and Assistant Trustees, as the Board of Directors shall from time to time determine, after submitting to the general membership for ratification. Such officers shall be elected by the general membership at the annual meeting of the Corporation and shall serve for a period of one year or until their successors are duly elected. The names of the initial Officers who are to serve until the first annual meeting of the Corporation, or until their successors are elected and qualify are as follows:

Pastor	Mr. Wayne Kato 6104 Marilla Avenue Gibsonton, FL 33534
President	Mr. Phil Cunningham 6220 Florida Drive Apollo Beach, FL 33572
Vice President	Mr. Jim Kramer 7020 Grand Rapids Drive Tampa, FL 33619
Secretary/Treasurer	Mr. Robert Johnson 9905 California Street Gibsonton, FL 33534

Trustee	Virginia Gilhool 308 River Bay Drive Tampa, FL 33619
Trustee	Mary Johnson 9905 California St. Gibsonton, FL 33534
Trustee	Margaret Mudry 11546 Corwin Street Gibsonton, FL 33534
Trustee	Joe Palmer 7002 Marine Drive Tampa, FL 33619
Trustee	Joanne Ramlow 11411 Mellowood Drive Gibsonton, FL 33534
Trustee	Carrie Smith 7310 Riverview Drive Riverview, FL 33569

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of this Corporation is (4) four. Such directors shall be elected by the general membership at the Annual Meeting of the Corporation and shall serve for a period of one year or until their successors are duly elected. The name and addresses of persons who are to serve as Directors, until the first annual meeting of the Corporation, or until their successors are elected and qualify are:

Mr. Wayne Kato, Pastor	Mr. Jim Kramer
Mr. Phil Cunningham	Mr. Robert Johnson

ARTICLE IX

The affairs of the Corporation shall be governed by the bylaws, which shall be adopted by the initial Board of Directors, as constituted under Article VII above, at the organizational meeting of the Board of Directors, and said bylaws may thereafter

be altered, amended, added to or rescinded by the general membership of the Corporation at any regular or special meeting thereof, upon two-thirds (2/3) affirmative votes of the general membership in attendance at the said meeting.

ARTICLE X

The Corporation reserves the right to amend the Articles of Incorporation at any regular or special meeting of the members by simple majority affirmative vote of the general membership in attendance at the meeting, after proposal by the Board of Directors, as provided in the bylaws or in accordance with the laws of the State of Florida.

ARTICLE XI

The Directors, along with the officers, shall serve as the governing body of the corporation and shall be responsible for all transactions of the corporation once the action has been approved by the general membership, provided at all times that the Directors and Officers shall have the power to take such actions and make such decisions which are necessary for the management of the corporation.

ARTICLE XII

The name and address of this Corporation's initial office, and the name of its registered agent at such address is: FRANK S. STEWART, ESQUIRE, 3560 N. 29th Street, Tampa, Florida 33605, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE XIII

This organization shall be dissolved upon bankruptcy or upon a simple majority fifty percent, plus one (50% + 1) affirmative vote of the general membership to terminate operations. 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 law, or to the Federal, State, or Local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the Subscribers have hereto affixed their signatures this 26th day of Aug., 1998.


PASTOR WAYNE KATO, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

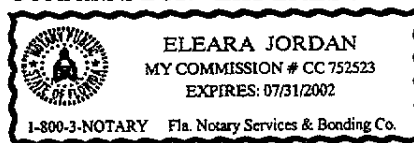
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared WAYNE KATO, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and seal in the County and State last aforesaid this 26th day of Aug., 1998.

Eleara Jordan
NOTARY PUBLIC, STATE OF FLORIDA

Eleara Jordan
Typed or Printed Name of Notary

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That GIBSONTON UNITED METHODIST CHURCH, INC., desiring to organize under the laws of the State of Florida with its mailing address as indicated in the Articles of Incorporation in the City of Tampa, Hillsborough County, Florida, has named FRANK S. STEWART, located at 3560 N. 29th Street, Tampa, Florida 33605, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for GIBSONTON UNITED METHODIST CHURCH, INC., at the place designated in the Articles of Incorporation, FRANK S. STEWART, ESQUIRE agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

DATED this 21st day of Aug., 1998.


FRANK S. STEWART, ESQUIRE

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TALLAHASSEE, FLORIDA

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