

N99000000973
JOHN B. WALKUP, JR.

ATTORNEY AND COUNSELOR AT LAW

18 NORTHWEST THIRD AVENUE
OCALA, FLORIDA 34475-6698

TELEPHONE
(352) 622-4257

FAX
(352) 622-5769

February 10, 1999

Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: First Fairfield Presbyterian Church, Inc.

Dear Sirs:

Enclosed herewith for filing is the original of Articles Of Incorporation, together with the Certificate Designating the Resident Agent for the corporation. Understanding that the filing fee is \$35.00 for each, I enclose herewith a check in the amount of \$70.00.

Also enclosed is a copy of the Corporation Charter that is not more than eight (8) pages, together with a separate check in the amount of \$8.75 for which we please request you certify the copy pursuant to Florida Statute 15.09 (d) and return the certified copy to me.

Let me thank you in advance for your services in the regard.

Yours Very Truly,

J.B. Walkup, Jr.
J.B. Walkup, Jr.

JBW/ mjh
Enclosure

400002775764--6
-02/15/99--01122--009
*****70.00 *****70.00

400002775764--6
-02/15/99--01122--010
*****8.75 *****8.75

J.B. Walkup Jr. CAME
AUTHORIZATION BY PHONE TO
CORRECT Art I highlead + remove Reddy from
DATE 2-16-99
DOC. EXAM CB

CB
2-16-99
8

FILED
99 FEB 15 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST FAIRFIELD PRESBYTERIAN CHURCH, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Fla. Stat.

ARTICLE I NAME

The name of this corporation shall be First Fairfield Presbyterian Church, Inc.
9349 N.W. Hwy. 225-A
Ocala, Florida 34482

ARTICLE II PURPOSE

The general purposes and objects of this corporation shall be to conduct for religious worship and instruction, churches, schools, manses and other institutions connected therewith of a religious, educational, charitable and benevolent character to the end that its own members and others may be generally instructed and guided concerning those articles of faith which are deemed to be fundamental by a religious group espousing to the principles enunciated in the Old and New Testaments of our Lord and Saviour, Jesus Christ, and to advance spiritual growth and enlightenment, moral and personal purity among its own membership and the people of the community in which it is located; to promote home and foreign missions; and to aid in the spread of the gospel of Jesus Christ to the ends of the earth; also, to educate, prepare and ordain Christian persons for the ministry of the gospel of Jesus Christ; and for the purpose of promoting the foregoing objects, this corporation shall have the right to acquire, either by gift or purchase, and to hold, sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others, either as trustee or otherwise.

To exercise all of the powers enumerated in § 617.0302, Fla. Stat., as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

This corporation is organized exclusively for religious purposes as a not-for-profit corporation within the meaning of § 501(c)(3) of the Internal Revenue Code, and its activities shall be conducted for such purpose, and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, this corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Fla. Stat.; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in § 501(c)(3), or any amendments or additions thereto.

ARTICLE III - MEMBERSHIP

(a) The members of this corporation shall be persons having affiliated with the Church for the purpose of worship and carrying out the purposes of this corporation.

(b) Members of this corporation shall be admitted to membership by a majority vote of the corporation's Board of Directors at any regular service, or called business meeting.

(c) This corporation shall issue no stock. 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. No substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE IV - TERM

The term of this corporation shall be perpetual.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Craig Frazee	9349 N.W. Highway 225A Ocala, FL 34482
Fred Gatrell	6400 N.W. Highway 316 Reddick, FL 32686
Rabb Yongue Gutschlag	6399 N.W. 100th Street Ocala, FL 34482
Bette G. Nagele	12600 N.W. Highway 225 Reddick, FL 32686
Andrew Reid	14020 N.W. Highway 225A Reddick, FL 32686

ARTICLE VI - DIRECTORS AND OFFICERS

SECTION ONE: The property, affairs, business and operation of the corporation shall be managed in accordance with the provisions of the By-laws by the Board of Directors named herein and as subsequently elected or removed according to the By-laws. The Board shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and By-laws of the corporation.

SECTION TWO: The officers of the corporation shall consist of a Secretary and Treasurer, a President and a Vice-President, who need not be members of the Board. The officers shall be appointed as provided by the By-laws.

ARTICLE VII - OFFICERS

(a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the By-laws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President	Craig Frazee 9349 N.W. Highway 225A Ocala, FL 34482
Vice-President	Bette G. Nagele 12600 N.W. Highway 225 Reddick, FL 32686
Secretary & Treasurer	Karen Reid 14020 N.W. Highway 225A Reddick, FL 32686
Asst. Secretary & Treasurer	Cara June Mason 13429 N.W. Highway 225 Reddick, FL 32686

ARTICLE VIII - DIRECTORS

This corporation shall have a Board of Directors of five (5) directors initially, who shall also be the Session of the Church. The number of directors shall be prescribed in the By-laws from time to time. The names and addresses of the directors who shall serve until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
Craig Frazee	9349 N.W. Highway 225A Ocala, FL 34482
Fred Gatrell	6400 N.W. Highway 316 Reddick, FL 32686
Rabb Yongue Gutschlag	6399 N.W. 100th Street Ocala, FL 34482
Bette G. Nagele	12600 N.W. Highway 225 Reddick, FL 32686
Andrew Reid	14020 N.W. Highway 225A Reddick, FL 32686

Vacancies in the Board of Directors occurring before the first election shall be filled by the directors remaining in office, even though they do not constitute a quorum of the Board of Directors.

ARTICLE IX - BY-LAWS

The By-laws of the corporation shall be made, adopted, or rescinded by a majority of the Board of Directors, and approved by a majority of the membership attending any regular or special meeting of the corporation.

ARTICLE X - AMENDMENTS

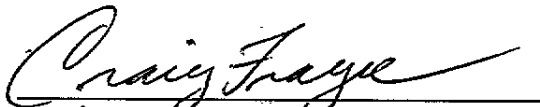
An amendment to these articles may be proposed by the Board of Directors or a member. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least three-fourths (3/4) of the directors present and voting at a meeting in which the quorum is present, and ratified by a majority of the membership attending any regular or special meeting of the corporation.

ARTICLE XI - OWNERSHIP OF PROPERTY

All property acquired and titled in the name of the corporation shall be held exclusively for the use and benefit of the corporation.

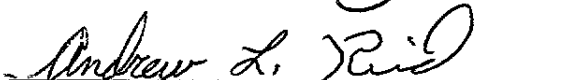
ARTICLE XII - CERTIFICATION

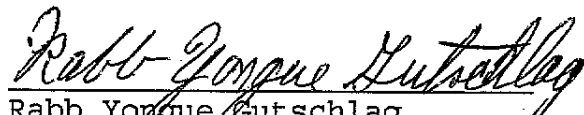
We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation not-for-profit under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true, and have accordingly set our hands and seals at Reddick, Florida, this 10th day of February, 1999.


Craig Frazee


Bette G. Nagele


Fred Gatrell


Andrew Reid


Rabb Yorgue Gutschlag

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 10 day of February, 1999 by Craig Frazee, Bette G. Nagele, Fred Gatrell, Andrew Reid and Rabb Yongue Gutschlag, who are personally known to me or who produced FLA. DRIVER LICENSEs as identification.

NOTARY PUBLIC:

Sign:

J. B. Walkup, Jr.

Stamp:



J. B. Walkup, Jr.
MY COMMISSION # CC561401 EXPIRES
June 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

FIRST -- That First Fairfield Presbyterian Church, Inc. is
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles Of Incorporation
at Reddick, County of Marion, State of Florida has named Craig
Frazee, located at 9349 N.W. Highway 225A, Ocala, County of Marion,
State of Florida 34482, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
state corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: Craig Frazee
Craig Frazee, Resident Agent

Dated: _____

FILED
99 FEB 15 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA