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SAMUEL E. DUKE
Attorney-At-Law
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Telephone: 941/676-9461

May 24, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002888449--3
-05/27/99--01062--003
****122.50 *****78.75

Re: First United Methodist Church of Frostproof, Inc.

Gentlemen:

Enclosed for filing are the original and one copy of the Articles of Incorporation, and Designation of Registered Agent of First United Methodist Church of Frostproof, Inc.

Also enclosed is a check in the amount of \$122.50 in payment of the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>

TOTAL: \$122.50

Please file these Articles of Incorporation, certify the enclosed copy and return same to me at this office.

Thank you for your assistance.

Sincerely,


Samuel E. Duke

SED/jes
Enclosures

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1999 MAY 27 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 27 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST UNITED METHODIST CHURCH OF FROSTPROOF, INC.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be FIRST UNITED METHODIST CHURCH OF FROSTPROOF, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The street address of the principal office and initial registered office of the corporation is 150 Devane Street, City of Frostproof, County of Polk, State of Florida. The name of its initial registered agent at such address is Lynn L. Respress.

ARTICLE IV.

The purpose or purposes for which the corporation is organized are as more fully set forth in the *Discipline* of The United Methodist Church, or as it may hereafter from time to time be amended, including:

(a) To establish and maintain in the City of Frostproof a United Methodist Church, subject to the *Discipline* of The United Methodist Church.

(b) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.

(c) Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources.

(d) Acquiring, owning, and maintaining real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects.

(e) To operate exclusively for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(f) Doing of any and all things necessary or incident to the accomplishment of such purposes.

(g) All of the above shall be in accordance with the Doctrines, Laws, usages, *Discipline*, and Ministerial appointments of The United Methodist Church.

(h) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V.

The name and address of each incorporator are as follows:

<u>Name</u>	<u>Address</u>
<u>R. E. Backus</u>	P.O. Box 162 Frostproof, Florida 33843-0162
<u>William R. McDonald</u>	P.O. Box 1436 Frostproof, Florida 33843-1436
<u>Samuel E. Duke</u>	124 W. First Street Frostproof, Florida 33843

ARTICLE VI

(a) The powers of this corporation shall be exercised, its property controlled, and its business affairs conducted and managed by the Board of Trustees (Directors), which shall consist of not less than three (3) persons, who shall be elected by the Charge Conference of the Church in the manner provided for in the bylaws of the corporation pursuant to the *Discipline* of The United Methodist Church.

(b) The names and addresses of the persons who shall serve as the initial Board of Trustees (Directors) of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Marvin Cole	500 U.S. Highway 27 South - Lot 35 Frostproof, Florida 33843
James H. Dickinson	P.O. Box 425 Frostproof, Florida 33843-0425
Carole McDonald	P.O. Box 1436 Frostproof, Florida 33843-1436
Minnie Dempsey	435 N. Silver Lake Frostproof, Florida 33843
Julia Livingston	1861 S. Lake Reedy Boulevard Frostproof, Florida 33843
Howard McLeod	9 Silver Sands Road Frostproof, Florida 33843

R. E. Backus

P.O. Box 162
Frostproof, Florida 33843-0162

Samuel E. Duke

124 W. First Street
Frostproof, Florida 33843

Richard B. Franz

355 W. "F" Street
Frostproof, Florida 33843

(c) These Trustees (Directors) shall serve until their successors are duly elected and qualified.

ARTICLE VII.

Upon the filing of these Articles of Incorporation of FIRST UNITED METHODIST CHURCH OF FROSTPROOF, INC., the association previously known as First United Methodist Church of Frostproof, and the members of such association shall be members of such corporation, and all the rights, privileges, immunities, powers, franchises, authority, property, and obligations of such unincorporated association shall thereupon pass to, vest in, and be the rights, privileges, immunities, powers, franchises, authority, property, and obligations of FIRST UNITED METHODIST CHURCH OF FROSTPROOF, INC., a corporation not for profit.

ARTICLE VIII.

The members of the corporation shall mean the membership of the corporation and shall be composed of such persons (ministerial and lay) as from time to time shall be defined in accordance with the *Discipline* of The United Methodist Church, and such members thereof shall have only such voting and other rights as now exist or may hereafter be granted by the *Discipline* of The United Methodist Church.

ARTICLE IX.

The corporation shall support the Doctrine of The United Methodist Church and it and all its property, both real and personal, shall be subject to the *Discipline*, Laws, Usages, and Ministerial appointments of The United Methodist Church as are now or shall be, from time to time, established, made, and declared by the lawful authority of the said church.

ARTICLE X.

The corporation, in conformity with the *Discipline* of The United Methodist Church, shall have the power to receive, acquire, and hold title, in trust or otherwise, to real and personal property, and to improve, encumber, lease, sell, convey, and dispose of all such property; to borrow money, execute notes, bonds, and other evidences of indebtedness and secure the same by mortgages and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income therefrom in its religious, educational, benevolent, or social activities, without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for services rendered.

ARTICLE XI.

Subject to the provisions of the *Discipline*, the corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct, and for Christian social intercourse, and to purchase, lease, and/or rent and otherwise acquire or build and maintain residences for the use and occupancy of its ministers.

ARTICLE XII.

(a) The business of this corporation shall be conducted in conformity with the *Discipline* of The United Methodist Church as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include the *Discipline* of The United Methodist Church and no bylaws shall be adopted inconsistent with the provisions of said *Discipline*.

(b) In addition to the powers and duties granted to this corporation by the *Discipline* of The United Methodist Church, the corporation assumes for itself all the rights, powers, and privileges and immunities which are now, and which may during the existence thereof be conferred by law upon corporations with a similar character, provided the same are not inconsistent with said *Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with the *Discipline* of The United Methodist Church.

(c) But notwithstanding the above, however, at no time shall any of the amendments, bylaws, or regulations of the corporation be prohibited by or in conflict with the nonprofit corporate laws of the State of Florida.

ARTICLE XIV.

(a) The bylaws of the corporation shall be adopted by the Board of Trustees (Directors) and may be amended and changed from time to time by the Board of Trustees (Directors).

(b) The bylaws of the corporation shall include the *Discipline* of The United Methodist Church as from time to time enacted, authorized and declared by its General Conference; and no other bylaws shall be adopted inconsistent with the provisions of the *Discipline*.

ARTICLE XV.

A quorum for the transaction of the business of the corporation shall consist of a majority of the Board of Trustees (directors).

ARTICLE XVI.

These Articles of Incorporation may be amended by majority vote of the Board of Trustees (Directors) at any regular or called meeting.

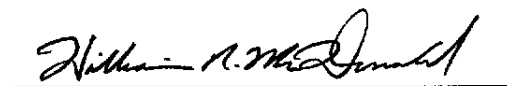
ARTICLE XVII.

If for any reason the corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property both real and personal shall be vested in and be the property of the FLORIDA annual

conference of The United Methodist Church, pursuant to said *Discipline* of The United Methodist Church, or to an organization qualified under § 501(c)(3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have hereunto subscribed our names this 16th day of May, 1999.


R. E. BACKUS


WILLIAM R. McDONALD


SAMUEL E. DUKE

STATE OF FLORIDA
COUNTY OF POLK

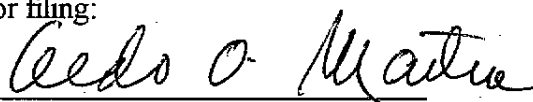
Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared R. E. Backus, William R. McDonald, and Samuel E. Duke, who are personally known to me, and who are to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 16th day of May, 1999.

Charlene C Jacqmein
Notary Public
State of Florida
My Commission Expires 2/21/02
Comm # CC710110


Notary Public, State of Florida

Approved for filing:

By: 
ALDO MARTIN, District Superintendent
Date: 05-17-99

FILED

1999 MAY 27 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Department of State
Tallahassee, Florida 32314

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

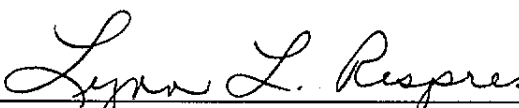
1. The name of the corporation is FIRST UNITED METHODIST CHURCH OF FROSTPROOF, INC.

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

Lynn L. Respress
150 Devane Street
Frostproof, FL 33843

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.

Dated 4 / 30, 1999.


LYNN L. RESPRESS, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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