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TERRY T. NEAL, P.A.
ATTORNEY AT LAW

June 30 , 1999

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

Re: **LEESBURG DISTRICT BOARD OF TRUSTEES FOR THE UNITED
METHODIST CHURCH, INC.**

Gentlemen:

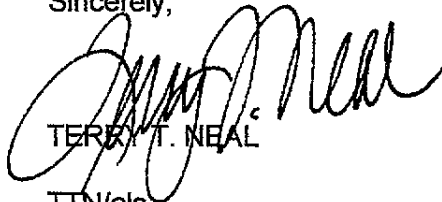
Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$78.75 which represents the filing fee for this non profit corporation, resident agent fee and fee for one certified copy of the Articles of Incorporation.

If you have any questions concerning the enclosures, please do not hesitate to contact me by collect telephone call at 352/323-8000.

Thank you for your attention herein.

Sincerely,


TERRY T. NEAL

TTN/als

Enclosures

CC: Rev. Walter D. Edwards (w/copy of encl.)
Dr. Leonard Chaffee (w/copy of encl.)

Corporations\SecretaryState\Letter

FILED
99 JUL -21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 JUL -2 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEESBURG DISTRICT BOARD OF TRUSTEES
FOR THE UNITED METHODIST CHURCH, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of the corporation is LEESBURG DISTRICT BOARD OF TRUSTEES FOR THE UNITED METHODIST CHURCH, INC.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office is 901 West Main Street, Leesburg, FL 34748, and the mailing address is the same.

ARTICLE III
PURPOSE

This corporation is organized and shall be operated exclusively for religious, charitable, educational or scientific purposes and to engage in such other pursuits as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

For the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

ARTICLE IV
BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors which shall be elected or appointed in such manner provided in the Bylaws.

ARTICLE V
INITIAL REGISTERED AGENT & INITIAL REGISTERED OFFICE

The name of the initial registered agent and the initial registered office of this corporation are:

WALTER D. EDWARDS
901 W. Main Street
Leesburg, FL 34748

ARTICLE VI
NAMES & ADDRESS OF INCORPORATORS

The name and street of the incorporators are as follows:

Leonard Chaffee	2006 Tweed Court Leesburg, FL 34788
Lester Coggins, Jr.	9595 Silver Lake Drive Leesburg, FL 34788
James Lenhart	4325 Emmaus Road Fruitland Park, FL 34731

ARTICLE VII
TERM

The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE VIII
INITIAL DIRECTORS

The names and street addresses of the initial Directors of the corporation are:

Helen Ellis	2106 Waitman Avenue, Apt. 1 Leesburg, FL 34748
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Ruth Furco	11307 Libby Road Spring Hill, FL 34609
John Hoevenair	01040 Linda Glen Avenue Fruitland Park, FL 34731
Rev. Lee Pearson	14 Ginger Circle Leesburg, FL 34748
Rev. Louis Shields	209 Fernwood Street Leesburg, FL 34748
Valerie Seaton	416 Cardinal Drive Eustis, FL 32726

ARTICLE IX MEMBERSHIP

Two-thirds (2/3) of the members in the corporation must be members of The United Methodist Church with one-third (1/3) being laywomen and one-third (1/3) being laymen. Members are prohibited from transferring their membership in the corporation.

ARTICLE X DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, or officers or other private persons (as hereinafter defined), except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth above.

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may be made by the corporation to its directors or officers or to any other corporation, firm, association or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as determined by the Board of Directors ("Directors") of the corporation to the Trustees of the Florida Annual Conference and their successors provided they would then qualify for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended or any corresponding provisions of any subsequent tax. If the Trustees of the Florida Annual Conference and their successors do not qualify for tax exemption as hereinbefore stated, then the assets shall be distributed to any charitable organizations which would then qualify for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or any corresponding provisions of any subsequent tax. If a qualified organization cannot be agreed upon by the directors, the directors shall transfer all of the assets of the corporation to a court of competent jurisdiction for disposition.

ARTICLE XI ACTIVITIES NOT PERMITTED

Notwithstanding any other provisions of these Articles, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Law or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (except to the extent permitted pursuant to an election

made under Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws); 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 XII
SUBORDINATION

The corporation shall be subordinate to, and subject to the authority of the Florida Conference of United Methodist Church and the General Conference of The United Methodist Church.

ARTICLE XIII
INDEMNIFICATION

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law. Every person who now is or hereafter shall be a member of the corporation is not personally liable for any act, debt, liability or obligation of the corporation. A member may become liable to the corporation for dues, assessments or fees as provided by any applicable state and federal law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 8th day of June, 1999, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


LEONARD CHAFFEE

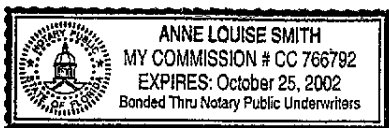

LESTER COGGINS, JR.


JAMES LENHART

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LEONARD CHAFFEE, known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said LEONARD CHAFFEE is personally known to me NO (yes/no) or produced State of Florida Driver's License No. C-100-533-28-162-0 as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 8th day of JUNE, 1999.



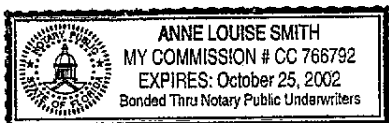
Anne Louise Smith
Signature of Notary

Anne Louise Smith
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LESTER COGGINS, JR. known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said LESTER COGGINS, JR. is personally known to me NO (yes/no) or produced State of Florida Driver's License No. C-252-521-54-049-0 as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 25th day of JUNE, 1999.



Anne Louise Smith
Signature of Notary

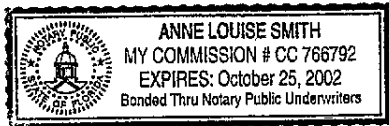
Anne Louise Smith
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES LENHART, known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said JAMES LENHART is personally known to me yes (yes/no) or produced State of Florida Driver's License No. — as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 8th

day of JUNE, 1999.



Anne Louise Smith
Signature of Notary

ANNE LOUISE SMITH
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Walter D. Edwards
Walter D. Edwards
Registered Agent

FILED
99 JUL -2 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA