

**ARTICLES OF INCORPORATION
OF
THE ALABAMA-WEST FLORIDA CONFERENCE
OF THE UNITED METHODIST CHURCH, INC.**

STATE OF ALABAMA,
COVINGTON COUNTY.

1. The name of the corporation is **The Alabama-West Florida Conference of the United Methodist Church, Inc.** This Corporation is organized as a Nonprofit Corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act, §10-3A-1, *et seq.*, *Code of Alabama* (1975), as amended.

2. **Registered Agent.** The initial registered office and principal office of the corporation, and the registered agent of the corporation at that address is:

Frank S. Dunnewind
Alabama-West Florida Conference of the
The United Methodist Church, Inc.
532 Three Notch Street
P. O. Drawer 700
Andalusia, Alabama 36420

3. **Purpose.** The non-profit corporation is a religious corporation. It is organized exclusively for religious purposes as an Annual Conference of the United Methodist Church, supports the doctrine of the United Methodist Church and declares itself and all of its property subject to the law, usages and ministerial appointments of the United Methodist Church as more fully provided in *The Book of Discipline of the United Methodist Church* (2000 and as amended from time to time)(hereafter "*The Discipline*").

The Corporation is to be operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other

provision of its charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. **Members.** The corporation will have members, who shall be the lay and clergy members of the The Alabama-West Florida Annual Conference of The United Methodist Church, who shall be qualified, elected, or appointed as provided in *The Discipline*.

5. **Powers.** The business of this corporation shall be conducted in conformity with *The Discipline* as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include *The Discipline* and no bylaws shall be adopted inconsistent with the provisions of *The Discipline*.

In addition to the powers and duties granted to this corporation by *The Discipline*, the corporation assumes for itself all the rights, powers, and privileges and immunities which are now, and which may be during the existence thereof be conferred by law upon a corporation with a similar character, provided the same are not inconsistent with *The Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with *The Discipline*; provided, however, no future amendment may be made to these bylaws without the written consent of the Resident or Presiding Bishop of The Alabama-West Florida Conference of the United Methodist Church subscribed thereon.

6. **Term.** This corporation shall exist in perpetuity. 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 an organization qualified under Section 501(c)(3) of the Internal Revenue Code of the United States and as provided in *The Discipline*.

7. **Incorporators.** The names, addresses and signatures of each incorporator are as follows:

Larry M. Goodpaster, Bishop
Alabama-West Florida Conference
of the United Methodist Church
312 Interstate Park Drive
Montgomery, Alabama 36109

Glen L. Pugh
Chairman of the Board of Trustees
305 Wasden Road
Hope Hull, Alabama 36420

In Witness Whereof, the Incorporators of this Corporation have hereunto set their hands and seals, this the 30 day of July, 2003.

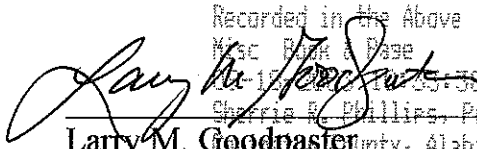
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Recorded in the Above

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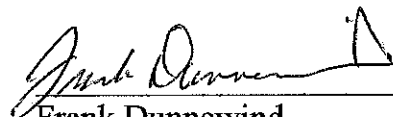
Sherrie R. Phillips, Probate Judge



Larry M. Goodpaster
Incorporator



Glen L. Pugh
Incorporator




Frank Dunnwind
Initial Registered Agent

STATE OF ALABAMA,
COVINGTON COUNTY.

Before me, the undersigned authority personally appeared Larry M. Goodpaster, Glen L. Pugh and Frank Dunnwind, who being known to me, did acknowledge that they executed the foregoing Articles of Incorporation of the Alabama-West Florida Conference of the United Methodist Church, Inc., as the Incorporators and Initial Registered Agent, respectively, thereof voluntarily and with full knowledge of the contents thereof on the day the same bears date.

Sworn to and subscribed before me this, the 30 day of July, 2003.



Notary Public

My commission expires 12-5-05

Tran# 2775,25624,33817

CER Certification Fee 3.00

INC Incorporation (County) 15.00

INF Indexing Fee (Pro Judge) 2.50

Total Fees: \$ 20.50

Covington County, Alabama

I certify this instrument was filed on

09-18-2003 10:33:38 AM

and recorded in Misc Book

2003 at pages 1539 - 1541

Sherrie R. Phillips, Probate Judge

This Instrument Prepared By:
Alan C. Livingston, Esq.
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