

Articles of Incorporation of  
**The Presbytery of Southwest Florida (Presbyterian Church in America) Inc.**  
Incorporated July 31, 1990

In compliance with the requirements of Florida, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day, voluntarily associated themselves together for the purpose of forming a corporation not for profit and to hereby certify:

**ARTICLE I - NAME**

The name of the corporation is THE PRESBYTERY OF SOUTHWEST FLORIDA (Presbyterian Church in America), INC. hereinafter called the "Presbytery".

**ARTICLE II - ADDRESS**

The principal office of the Presbytery is located at 123 Plantation Circle Naples, FL 34104.

**ARTICLE III - REGISTERED AGENT**

Mike Kendrick, whose address is 123 Plantation Circle Naples, FL 34104, is hereby appointed official Registered Agent of this Presbytery.

**ARTICLE IV - PURPOSE AND POWERS OF THE PRESBYTERY**

The purpose of this corporation shall be to act as a court of the Presbyterian Church in America and to engage in such activities as are authorized for a presbytery pursuant to the Book of Church Order of the Presbyterian Church in America. The Presbytery consists of all teaching elders and churches within its bounds that have been accepted by the Presbytery. This corporation is authorized to engage in any lawful act or activities pursuant to Chapter 617, Florida Statutes. All assets of this corporation shall be principally and directly dedicated exclusively to religious and educational work. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of secular propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may

hereafter be amended or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations. Upon the dissolution or liquidation or other winding up of this corporation all of its assets, principal and income, subject to the payment of its debts, shall be distributed to an organization which is exempt under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE V - QUALIFICATION OF MEMBERS**

The membership of this corporation shall consist of all teaching elders who are presently on the role of the Presbytery of Southwest Florida, who live within the bounds, who are ministers of churches within the bounds of this Presbytery: those teaching elders who shall be subsequently admitted after examination to the Presbytery; and such ruling elders as may be elected from time to time by the churches which constitute this Presbytery; and such churches as may be subsequently admitted pursuant to the Book of Church Order of the Presbyterian Church in America.

#### **ARTICLE VI - DURATION**

This corporation shall exist perpetually unless terminated as provided in these Articles of Incorporation.

#### **ARTICLE VII - SUBSCRIBERS**

The names and residences of the subscribers of these Articles of Incorporation are: James Saxon (9812 North 53rd St., Tampa, Florida 33617); Carlton Heil (46900 Bermont Road, Suite 79, Punta Gorda, Florida 33982); John McRae (P.O. Box 1684, Dundee, Florida 33838).

#### **ARTICLE VIII - OFFICERS**

The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are: President - James Saxon; Secretary - Carlton Heil; Treasurer - John McRae. The officers shall be elected annually.

#### **ARTICLE IX - MANAGEMENT**

The business affairs of this corporation shall be managed by the Board of Directors who shall be three (3) in number, shall consist of a President, a Secretary, and a Treasurer. The Board of Directors shall be responsive to the directions of the Presbytery and shall be limited by the Book of Church Order for the Presbyterian Church in America and the Standing Rules for Presbytery Operations by the Presbytery. The Chairman of the Administration Committee of the Presbytery shall be the President of the corporation, the Stated Clerk of the

Presbytery shall be the Secretary/Registered agent, and the Treasurer of the Presbytery shall be the Treasurer of the corporation. The following shall serve as directors until the first meeting of the Board of Directors: James Saxon, Carlton Heil, and John McRae.

**ARTICLE X - BY-LAWS**

The Presbytery may provide such By-laws for the conduct of its business and carrying out its purposes as may be necessary from time to time. Upon proper notice, the by-laws may be amended, altered or rescinded by a three fourth's majority vote of the Presbytery at any regular meeting or any special meeting of the Presbytery called for that purpose.

**ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of Presbytery upon notice given for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a three-fourth's majority vote of those present.

**ARTICLE XII - PROPERTY**

This corporation is formed without capital stock and no pecuniary benefit shall ever be derived hereunder and no profit made by this corporation or any of its members. All rights, title, or interest of each member of this corporation in the estate, property, privileges or franchises belonging to this corporation shall cease when such member ceases to be a member of the Presbytery.

**ARTICLE XIII - INDEMNIFICATION**

The Presbytery shall indemnify every officer and director to the full extent permitted by law.

**ARTICLE XIV - DISSOLUTION**

The Presbytery may be dissolved with the ascent given in writing and signed by not less than two thirds of the membership. Upon dissolution or liquidation or other wind up of the corporation, all of its assets, principal and interest, subject to the payment of debts, shall be distributed to an organization which is exempt under Section 501(C)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers, have executed these Articles of Incorporation this 17th day of July, 1990.

- (Seal) James Saxon (s)
- (Seal) Carlton Heil (s)
- (Seal) John McRae (s)