Georgia United Methodist Foundation, Inc.

(A Georgia Non-profit Corporation)
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OFFERING OF UP TO $25,000,000 OF UNSECURED 1 YEAR TERM CERTIFICATES, 2 YEAR TERM CERTIFICATES, 3 YEAR TERM CERTIFICATES AND 4 YEAR TERM CERTIFICATES. THIS OFFERING EXPIRES ON AUGUST 15, 2018. (THIS OFFERING MEMORANDUM IS INTENDED TO BE USED BY INVESTORS FROM AUGUST 10, 2017 TO AUGUST 15, 2018).

Net proceeds to the issuer (including the value of certificates issued in connection with reinvestment or rollover of maturing Certificates) are expected to be approximately $25,000,000, if all of the securities offered hereby are sold. Offering expenses, expected to be approximately $15,000, will be paid by the issuer from its unrestricted general funds.

This Offering Memorandum contains essential information about the issuer and the securities being offered hereby. Prospective investors are advised to read this Offering Memorandum carefully prior to making any decision to purchase these securities.

This offering is limited to persons or entities which are (i) residents in the State of Georgia and (ii) members of, contributors to or participants in the United Methodist Church or its connectional units, or are ancestors, descendants or successors in interest to such persons.

These securities have *not* been registered in the State of Georgia, in reliance upon an exemption from registration provided in Section 10-5-10(7) of the Georgia Uniform Securities Act of 2008, as amended. The securities commissioner does not, in any way, endorse or recommend the purchase of these securities.

These securities have not been registered with the United States Securities and Exchange Commission in reliance on certain exemption provisions of the Securities Act of 1933, as amended. The securities offered hereby will be subject to material restrictions on transfer and other restrictions. See "THIS OFFERING IS SUBJECT TO CERTAIN RISKS - Restrictions on Transfers."

INVESTORS ARE ENCOURAGED TO CONSIDER THE CONCEPT OF INVESTMENT DIVERSIFICATION WHEN DETERMINING THE AMOUNT OF INVESTMENT IN THE CERTIFICATES THAT WOULD BE APPROPRIATE FOR THEM IN RELATION TO THEIR OVERALL INVESTMENT PORTFOLIO AND PERSONAL FINANCIAL NEEDS.

THIS OFFERING IS SUBJECT TO CERTAIN OTHER RISK FACTORS DESCRIBED ON PAGES 3 THROUGH 8.

The date of this Offering Memorandum is August 10, 2017.

THESE SECURITIES MAY EITHER BE REGISTERED OR EXEMPT FROM REGISTRATION IN THE VARIOUS STATES OR JURISDICTIONS IN WHICH THEY ARE OFFERED OR SOLD BY THE ISSUER. THIS OFFERING MEMORANDUM HAS BEEN FILED WITH THE SECURITIES ADMINISTRATORS IN SUCH STATES OR JURISDICTIONS THAT REQUIRE IT FOR REGISTRATION OR EXEMPTION.

THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 3(a)(4) OF THE FEDERAL SECURITIES ACT OF 1933. NO REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT DETERMINED THE ACCURACY, ADEQUACY, TRUTHFULNESS, OR COMPLETENESS OF THIS DOCUMENT AND HAVE NOT PASSED UPON THE MERIT OR VALUE OF THESE SECURITIES, OR APPROVED, DISAPPROVED OR ENDORSED THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE DISCLOSURE, MERITS, AND RISKS INVOLVED.

THE CERTIFICATES ARE NOT SAVINGS OR DEPOSIT ACCOUNTS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, ANY STATE BANK INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY. THE PAYMENT OF PRINCIPAL AND INTEREST TO AN INVESTOR IN THE CERTIFICATES IS DEPENDENT UPON THE ISSUER'S FINANCIAL CONDITION. ANY PROSPECTIVE INVESTOR IS ENTITLED TO REVIEW THE ISSUER'S FINANCIAL STATEMENTS, WHICH SHALL BE FURNISHED AT ANY TIME DURING BUSINESS HOURS UPON REQUEST. THE CERTIFICATES ARE NOT OBLIGATIONS OF, NOR GUARANTEED BY, THE UNITED METHODIST CHURCH, OR BY ANY CHURCH, CONFERENCE, INSTITUTION OR AGENCY AFFILIATED WITH THE UNITED METHODIST CHURCH.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS OFFERING MEMORANDUM, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED ON AS HAVING BEEN MADE BY THE GEORGIA UNITED METHODIST FOUNDATION, INC.

ANY PERSON WHO PURCHASES THE SECURITIES OFFERED HEREBY SHALL HAVE THE UNQUALIFIED AND UNWAIVABLE RIGHT TO RESCIND SUCH PURCHASE WITHIN 72 HOURS OF THE EXECUTION OF A WRITTEN AGREEMENT TO PURCHASE ANY SECURITIES OFFERED HEREBY, THE DELIVERY OF A CONFIRMATION OF SALE, OR THE PAYMENT FOR ANY SECURITIES OFFERED HEREBY, WHICHEVER SHALL OCCUR FIRST.

RESCISSION MAY BE ACCOMPLISHED BY COMPLETING AND MAILING THE FORMS PROVIDED ON PAGE C-1 (APPENDIX C) OF THIS PROSPECTUS.

TABLE OF CONTENTS

APPENDICES:

SUMMARY

This section summarizes selected information contained in greater detail elsewhere in this Offering Memorandum. This summary does not contain all of the information that should be considered by prospective investors. You should carefully read this entire Offering Memorandum and, in particular, the section entitled "Risk Factors," before making any investment decision.

This Offering Memorandum, which includes the cover page and other appendices hereto, is furnished by Georgia United Methodist Foundation, Inc. (the "***Foundation***," "***we***" or "***us***") to provide information regarding its business activities, the terms of the Certificates (as defined below), as offered hereby, and a description of certain risks associated with an investment in the Certificates (which risks include, without limitation, the possible loss by an investor of his or her entire investment and certain other matters pertaining to the foregoing). Investors should not construe the contents of this Offering Memorandum or any prior or subsequent communications from or with the Foundation, or any professional associated with the Foundation, as legal, investment or professional tax advice. Investors should consult with their own counsel, accountant or business advisor, respectively, as to legal, tax, investment and other matters concerning the purchase of the Certificates.

Amount of Certificates to be Offered ………………………	Up to $25,000,000 aggregate principal amount of 1 year term certificates, 2 year term certificates, 3 year term certificates and 4 year term certificates (together with similar certificates already issued and outstanding, as described below the "Certificates").
Certificates issued and outstanding at March 31, 2017……	$36,779,832 aggregate principal amount of Certificates. The Foundation's board of trustees (the "***Board***") has authorized the sale and issuance of an additional $25,000,000 aggregate principal amount of Certificates beyond what is currently issued and outstanding.
Minimum Purchase Amount……….	A subscription must be for a minimum of $5,000 per Certificate.
Use of Proceeds…………………..	To fund a loan program (the "***Loan Program***") which primarily makes first-lien mortgage loans to church congregations, districts, mission institutions and agencies affiliated with the Conferences (as defined below) as well as to fund related Loan Program reserves. Certain proceeds will be invested in short-term, marketable interest-bearing securities while held as reserves or pending longer-term investment as mortgage loans. In addition to the foregoing, proceeds received by the Foundation from this Offering may be used for repayment of Certificates as they mature and redemption of Certificates when requested by the holders of such Certificates.
Expiration Date…………………..	Subscriptions must be received no later than August 15, 2018 (the "***Expiration Date***").
Risk Factors………………………	Investment in the Certificates involves a significant degree of

risk and should not be made by anyone who cannot afford the loss of their entire investment. Prior to purchasing the Certificates, each prospective investor is urged to consult with their legal, financial and/or other professional advisors, and should carefully review and consider the factors set forth in the section of this Offering Memorandum entitled "RISK FACTORS" as well as the other information set forth herein.

Interest Rates………………………… The Foundation will supplement this Offering Memorandum in order to disclose the then-prevailing interest rates applicable to the Certificates, and will advise each subscriber of the rate of interest which will apply, upon issuance, to the Certificates in which such subscriber applies to invest. Further, the current prevailing interest rates are posted on the Foundation's website at http://www.gumf.org/certificates/.

Selected Financial Data………… The following is a summary of certain financial data of the Foundation for the fiscal year ended December 31, 2016:

Georgia United Methodist Foundation Selected Financial Data

	Year Ended December 31, 2016
Cash, cash equivalents and readily marketable securities (combined) (unrestricted)	$14,278,288
Total Assets (unrestricted) [(1)]	$42,726,343
Net Assets (unrestricted)	$7,170,448
Total loans receivable	$28,719,322
Amount of unsecured loans receivable	$206,880
Percent of unsecured loans receivable	0.7%
Loan delinquencies as a percent of total loans receivable	0%
Total Certificates payable	$35,659,891
Amount of Certificates matured or redeemed during fiscal year	$16,718,240
Other long-term debt	$0
Change in Net Assets (unrestricted) (from December 31, 2015)	$395,993

(1) Includes other miscellaneous assets (such as furniture and equipment), and gives effect to provision for loan loss reserves.

RISK FACTORS

1. ***Unsecured Debt Obligations and No Priority***. The Certificates will be unsecured debt obligations of the Foundation. The payment of interest and principal on the Certificates will be primarily dependent upon the Foundation's assets dedicated to, and the revenues received from, the Loan Program, and more generally, upon the financial condition of the Foundation. Holders of Certificates have no priority in right of payment over any other general creditors of the Foundation, have a claim on the assets of the Foundation equal to that of all other holders of Certificates that may be issued and may be subordinate in right of payment to creditors to whom the Foundation grants a priority position. The Foundation does not currently intend to incur any secured investment obligations or other secured liabilities, but is under no obligation to refrain from doing so in the future. Therefore, the Certificates will be of equal rank with all other presently anticipated future debt obligations of the Foundation, but could be subordinate in right of payment to future (but presently unanticipated) obligations of the Foundation to which priority status is granted. Holders of the Certificates have no direct interest in any loans made pursuant to the Loan Program, or the proceeds thereof, or in any other assets of the Foundation. Further, risks of investment in the Certificates may be greater than implied by relatively low interest rates on the Certificates and the Certificates are not insured by any governmental agency or private insurance company.

2. ***No Sinking Fund***. No sinking fund or trust indenture has been, or will be, established by the Foundation to provide for the repayment of the Certificates.

3. ***Marketability***. No public market exists for the Certificates and none will develop. Therefore the marketability of the Certificates is limited and restricted. See also "RISK FACTORS – Restrictions on Transfers" below.

4. ***Repayments to Investors***. The Foundation's principal sources of cash for payment of the Certificates will be loan repayments from local United Methodist churches and other borrowers under the Loan Program, interest earned on those loans, unrestricted income from other investments, proceeds from the sale of new Certificates, reinvestment or rollover of maturing Certificates ("***Renewals***") and other unrestricted assets and funds of the Foundation. The amount of cash generated by the Foundation could be reduced below the amount needed to pay interest and principal on the Certificates if the Foundation: (i) experiences significant delinquencies with respect to loan repayments; (ii) fails to obtain regulatory authorization, if and when required, to continue the sale of its Certificates; or (iii) experiences a lower than projected rollover rate of maturing Certificates. See "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES."

5. ***Reliance on Loan Payments to Fund Obligations under Certificates***. The Foundation has structured the Loan Program such that the interest payment obligations on outstanding Certificates and the direct administrative cost of the Loan Program will be fully funded from interest payments received on loans made through the Loan Program. Since 2009, interest payments from the Loan Program have generated sufficient proceeds to fund all interest payment obligations due each year on outstanding Certificates. However, prior to 2012, it was necessary for the Foundation to contribute certain of its unallocated general funds to fund a portion of the Loan Program's share of the Foundation's administrative expenses for the relevant year. Since 2012, the Loan Program has been self-sustaining with respect to annual administrative operating expenses as well as interest payment obligations on outstanding Certificates. The Foundation does not have a significant ongoing revenue source, other than loan payment proceeds, which can be dedicated to such payment obligations on outstanding Certificates; therefore, the Foundation is relying primarily on such loan

payment proceeds to fund Loan Program overhead and interest-payment obligations on the Certificates. The Foundation maintains a liquidity reserve fund (approximately $1,836,679 as of March 31, 2017) and a standby line of credit in the principal amount of $750,000 against the risk of temporary shortfalls in funding sources for Certificate payment obligations. See "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES." Even with these interim funding sources, the Foundation can provide no assurance that, in the event of material amounts of loan-payment delinquencies or defaults in the Loan Program, the Foundation would readily be able to find an alternate source of funding to pay these expenses and interest costs.

6. ***Dependence on Sales of New Certificates and Renewals of Maturing Certificates***. The Foundation depends on the sale of new Certificates and Renewals to meet its principal repayment obligations under the Certificates. Without additional interim financing, the Foundation must maintain a principal amount of outstanding Certificates that is approximately equal to the then-current outstanding principal amount of loans under the Loan Program. Due to the differences in the terms of maturities of Certificates as compared with the repayment terms of loans under the Loan Program, the maintenance of this balance requires either a high rate of Renewals or sales of new Certificates in amounts approximately equal to the principal amount of redeemed or non- renewed Certificates, or a combination of both. If the combination of the principal amount of new Certificates and the principal amount of rollover Certificates is less than necessary to maintain equivalency with the principal balance of outstanding loans, loan repayments plus other already available interim sources of payment will likely be insufficient to meet the maturing payment obligations on redeemed or non-renewed maturing Certificates. See "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES." The rate of Renewals has been higher than originally projected by the Foundation. There is no assurance that the Foundation will continue to maintain such rates of Renewal or even be able to achieve the projected levels of Renewals, procure sufficient amounts of funding from other sources or, if its rate of Renewals is below its expectations, make a sufficient number of sales of new Certificates in a given period to make up the shortfall in required funds. Further, if there is a significant concentration of Certificates with a single investor who does not choose Renewal upon the date of maturity for the Certificates held by such investor, then the Foundation may be required to obtain additional interim financing and there is no assurance that the Foundation could procure sufficient amounts of funding from other sources or make a sufficient number of sales of new Certificates in a given period to make up the shortfall if such a large investor were not to choose Renewal.

A complete termination of its ability to effect Renewals of maturing Certificates and sell new Certificates could leave the Foundation without sufficient funds with which to meet its payment obligations on maturing Certificates, even assuming the Foundation elects to pay out the maturing Certificates over a three-year period and use its liquidity reserve and standby line of credit as interim funding sources. See "DESCRIPTION OF THE CERTIFICATES – Certificates" and "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES." In such a circumstance, the Foundation may be required to seek debt financing from institutional lenders or other outside third parties, or liquidate unrestricted Foundation assets, in order to cover such funding shortfalls. The Foundation can give no assurance that it would be able to procure such loans or make sales of Foundation assets in sufficient amounts to cover the funding requirements in question. In addition, the sale of new Certificates and Renewals requires an annual application for qualification from the Securities Division of the Secretary of State's Office. The failure to obtain qualification could result in the inability to sell new Certificates or obtain Renewals, which could result in the Foundation being unable to repay its maturing Certificates.

7. ***Liability***. Neither the denomination known as the United Methodist Church nor any of its connectional units including, without limitation, the Conferences or any congregation therein, will be liable for the repayment of the Certificates. Investors must rely solely upon the ability of the Foundation to raise capital or liquidate assets for repayment.

8. ***Income Tax Considerations***. Investors will not receive a charitable deduction for purchasing the Certificates. The interest earned on the Certificates will be taxable as ordinary income to an investor regardless of whether the interest is paid out, or reinvested under the terms of an outstanding certificate. See "TAX CONSIDERATIONS."

9. ***Ability of Borrowers to Repay Mortgage Loans***. The Foundation will occasionally require that a congregation applying for a loan have conducted a capital funds campaign from which it has obtained pledges to meet its repayment obligations for the initial three years of the loan. The Foundation generally lends money under the Loan Program for longer terms ranging from 5 to 20 years. The ability of churches or other borrowers under the Loan Program to repay their loans from the Foundation for such additional years will primarily depend on voluntary member contributions or similar conditions beyond the control of the borrower or the lender. As a result, churches that experience a reduction in contributions may experience difficulty in repaying their loans. Member contributions to churches are impacted by several factors including the general state of the economy and significant increases or decreases in the number of church members. Where deemed necessary by the Foundation, a loan may be guaranteed by a connectional unit of the North Georgia Conference or South Georgia Conference individually, or by an individual acceptable to the Foundation. Some of these guarantors may also depend on voluntary contributions as a primary source of their revenues.

Loans with payments past due over thirty days are considered delinquent, at which time management of the Foundation begins increased monitoring of these loans and may restructure loans as necessary. The inability of a borrower to make timely payments on its loan could adversely affect the Foundation's ability to make interest and principal payments on the Certificates. See the risk factor entitled "Reliance on Loan Payments to Fund Obligations under Certificates."

10. ***Loan Policies; Delinquencies***. Due to the relationship of the Foundation with its borrowers, the Foundation expects that its policies with regard to delinquencies under the Loans may be less stringent than loan policies of commercial lenders. As a supporting organization of the United Methodist Church (the "***Church***"), the Foundation's lending priorities are informed by a desire to further the missionary purposes of the Conferences. Such lending priorities could adversely affect the Foundation's delinquency rate.

If the Foundation were to foreclose on a secured property, there is no assurance that a subsequent purchaser of the foreclosed property would pay a price equal to or greater than the amount of the loan, since the value of the property may be lower than the amount of the loan. Moreover, church properties are generally single-purpose facilities and thus have a restricted resale market.

11. ***Security for Loans***. Loans made pursuant to the Loan Program will primarily be secured by a first-priority security deed (mortgage) on the property which has been purchased, improved or renovated and which is owned by the borrower. On occasion, the loan may be secured by a first mortgage on property owned by another entity in the connectional system of either of the Conferences. If a loan is made for the purchase of unimproved land, an appraisal may be required. In

other cases, the Foundation has ordinarily not obtained formal appraisals of such secured properties, but properties are inspected when deemed necessary. The borrower's plans for the property and arrangements for repayment will be reviewed by the Foundation's Director of Lending Programs. It is possible that the value of a specific property might be less than estimated, resulting in a loan-to-value ratio for such property higher than intended under the Foundation's lending criteria. In general the policy of the Foundation will be to require that the value of the property securing a loan exceed the principal amount of the loan, based upon the Foundation's estimated valuation of the property.

12. ***Change in Laws***. There may be future changes in federal or state laws that may affect the Foundation's ability to continue to sell the Certificates. See "RISK FACTORS – Repayments to Investors" above.

13. ***Repayment Deferral***. While the Foundation intends to pay principal and interest on each Certificate as it matures, the Foundation may elect, in its discretion, to repay the principal amount of a Certificate presented for payment in three equal annual installments together with interest, accrued at such Certificate's stated rate See "CERTIFICATES". The Foundation reserves the right at any time to defer payment in accordance with these provisions, if necessary to maintain prudent liquidity and net worth ratios, although, to date, this right has never been exercised. Investors may experience a delay in receipt of the full principal amount of a Certificate presented for payment in the future, should the Foundation elect to exercise this payment deferral right.

14. ***Restrictions on Transfers***. The Certificates are not negotiable, and there is no market for the Certificates. In addition, the Certificates may be sold, assigned, pledged or otherwise transferred only with the consent of the Foundation. Moreover, since the Certificates have been issued without registration under the Securities Act of 1933, as amended (the "***Act***"), the Certificates may be transferred only in a transaction which is the subject of an effective registration under the Act, or in a transaction which is exempt from the registration requirements of the Act, or which is otherwise in compliance with the registration requirements of the Act.

15. ***Recall of Certificates***. The Foundation reserves the right to recall any of its Certificates for repayment at any time, upon six months prior written notice to the holders thereof, without early withdrawal penalties and upon payment of the principal amount and accrued interest, plus a redemption premium of two and one half percent (2.5%) of the principal amount so redeemed. To date, the Foundation has never exercised this right of recall.

16. ***Competition***. The interest rates payable on the Certificates will face competition from various commercial and money market instruments. If in any period commercial interest rates should become higher than those then being paid by the Foundation, holders of the Certificates could require repayments (either by demanding repayment or by failing to exercise such holder's Renewal right) at a rate higher than projected by the Foundation, resulting in a negative effect on the Foundation's ability to repay its outstanding investment obligations.

17. ***Concentration***. There are risks related to geographic concentration of loans to affiliated churches or other connectional units within a limited region, the State of Georgia. Changes in economic conditions of the State of Georgia could affect the ability of the churches or organizations, as a group, to repay the loans. Further, while the Foundation does not currently have significant concentrations with any single congregation or connectional unit under the Loan Program, such concentrations could develop. If any of these congregations are unable to make payments on their loan under the Loan Program the Foundation may be unable to meet its obligations under the Term

Notes. As of March 31, 2017, the Foundation's three largest outstanding unparticipated loans or loan commitments involve loans or commitments to large, long-established United Methodist congregations in the metro Atlanta area.

18. ***Early Withdrawal Penalty***. If the holder (or holders) of a Certificate presents such Certificate for prepayment, the Foundation will, subject to its discretionary right to pay the principal in three annual installments, repay the principal amount of the Certificate and charge an early withdrawal penalty, which shall be equal to four months interest, but not to exceed the actual interest earned. The terms of the Certificates do not provide for partial redemptions or partial prepayments.

19. ***Alternate Interest Payment Adjustment to Interest Reinvestment Certificates***. Georgia usury law contains certain prohibitions against a creditor's charging interest on unpaid interest amounts. While the Foundation believes that the general interest accrual terms of its Interest Reinvestment Certificates would not violate such prohibitions, the precise application of such prohibitions is not clear. The Foundation has included in its Interest Reinvestment Certificates an alternate method of interest calculation and payment, called the Alternate Interest Payment Adjustment, which would become applicable if the general interest accrual and payment terms of the Interest Reinvestment Certificates were found to be prohibited by Georgia usury laws. See "GENERAL TERMS APPLICABLE TO ALL CERTIFICATES – Payment of Interest." In the event the Alternate Interest Payment Adjustment were triggered with respect to the Interest Reinvestment Certificates, the holders of such Certificates might receive a materially lower overall return on their investment than would have been the case under the general interest accrual and payment terms of such Interest Reinvestment Certificates, and could be required to accept, in the future, quarterly cash payments of accrued interest on such Certificates, in lieu of automatic reinvestment of such interest.

20. ***Market Risks***. The Foundation's liquid assets invested in readily marketable securities are subject to various market risks which may result in losses if market values of investments decline. The Foundation reserves the right to use proceeds from the sale of Certificates to invest in certain short-term, marketable interest-bearing securities, in order to maintain reasonable liquidity reserves. See "USE OF PROCEEDS" and "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES." If these instruments decline in value as a result of market forces, the financial condition and liquidity position of the Foundation will be adversely impacted.

21. ***The Foundation is involved in activities other than operation of the Loan Program***. The Foundation has a wider range of activities than operation of the Loan Program. See "THE FOUNDATION". Although the Loan Program has dedicated staff to administer the Loan Program, the Board and the management of the Foundation have other programs and responsibilities that do not involve administration of the Loan Program. Accordingly, the Loan Program will not be the sole focus and priority of the Foundation's Board and management.

22. ***Reliance Upon Contributions***. The Foundation's loans under the Loan Program are made to Church congregations and other connectional units within the Conferences, whose ability to repay the loans depends primarily upon contributions that such congregations or connectional units receive from their members. In recent years several mainline Protestant denominations have struggled with the issue of same sex marriage. Changes in related policies in the Episcopal and Presbyterian Churches have resulted in some churches and individual members leaving the denomination. In addition there is a secular trend of overall declines in membership and attendance in mainline Protestant churches. These issues may impact the United Methodist Church in the future and therefore, at its last General Conference, the United Methodist Church formed a special committee to

make recommendations to the Church with regard to these issues. In the event the Church or any of the Conferences experience a split or other event which would cause the Church to no longer function as one connectional system as described under “THE CHURCH AND THE GEORGIA CONFERENCES – The Church”, *individual churches may be unable to meet their obligations to* the Foundation, *which then may* be unable to meet its obligations pursuant to the Certificates. While the underwriting criteria for The Foundation’s loan program includes detailed analysis of each borrower’s ability to repay and secondary sources of repayment, such as collateral, events at both the denominational level and the local level may negatively affect contributions at the borrower level and therefore a borrower’s ability to repay their loans on schedule. Should this happen in sufficient numbers, there may be a material negative impact on the Foundation’s ability to meet its obligations pursuant to the Certificates.

THE OFFERING

The Foundation has been engaged in a continuous offering of Certificates to Eligible Subscribers (as hereinafter defined) since 2005. In previous years, the offering has been effectuated at various times either pursuant to an exemption from registration, or pursuant to an effective registration statement with the Georgia Securities Commission, under the Georgia Act and its predecessor statute. As of December 31, 2016, the Foundation had $35,659,891 in Certificates outstanding from prior offerings.

The Certificates covered by this Offering Memorandum are being offered pursuant to an exemption from registration under the Georgia Act, provided by regulations adopted under that statute, for certain securities issued by qualified “church extension funds”. The Foundation, as a church extension fund, is hereby offering up to $25,000,000 aggregate principal amount in Certificates, pursuant to that exemption.

The Certificates offered hereby will be issued in a principal amount of not less than $5,000, as specified by the subscriber, and having maturities of one, two, three or four years, as selected by the subscriber. See “DESCRIPTION OF THE CERTIFICATES” for a summary of the terms and conditions of the Certificates. The Certificates will be unsecured general obligations of the Foundation, and will not constitute obligations of the Church, generally, the North Georgia Annual Conference of the Church (the “North Georgia Conference”), the South Georgia Annual Conference of the Church (the “South Georgia Conference”, and collectively, the “Conferences”), any individual congregation of the Church or any other connectional unit of or person affiliated with the Church. See “THE FOUNDATION” and “THE CHURCH AND THE GEORGIA CONFERENCES” below.

The proceeds from the offering of the Certificates will be used principally to make first mortgage loans to Church congregations, districts, mission institutions and agencies within the North Georgia Conference and South Georgia Conference, pursuant to the Foundation’s Loan Program, as well as to fund Loan Program reserves. See “USE OF PROCEEDS” and “THE LOAN PROGRAM.” The Foundation reserves the right to use its other unrestricted funds for loans under the Loan Program, but, since 2008, the Loan Program has been funded solely from the proceeds of sales of Certificates. The Certificates are not secured by any particular loan to specific borrowing entities who are participants in the Loan Program.

The Certificates are offered only for cash consideration and only to persons or entities which are residents in the State of Georgia and are members of or contributors to or participants in the Church or its connectional units (as defined below), or are ancestors, descendants or successors in interest to such persons (each an “Eligible Subscriber”, collectively, “Eligible Subscribers”). See “THE CHURCH AND THE GEORGIA CONFERENCES.” Each subscriber will be required to complete an application for purchase of the Certificates, in the form attached hereto as **Appendix B**, in which, among other things, such subscriber will be required to make representations evidencing that such subscriber meets the qualifications for an Eligible Subscriber. The completed application must be submitted, along with tender of payment for the Certificates, to the Treasurer of the Foundation. The Foundation reserves the right to accept or reject any application, in whole or in part, in its sole discretion. The Foundation will return any rejected application, along with the funds which accompanied it, to the prospective subscriber submitting such application.

The Foundation reserves the right to accept subscriptions for less than all of the Certificates offered hereby. Subscriptions from Eligible Subscribers which are accepted by the Foundation will be accepted in the order received. None of the proceeds of this offering are to be escrowed pending completion of the offering or satisfaction of any other condition. Proceeds of the sale of the Certificates offered hereby will be invested temporarily in short-term investments of the Foundation's choosing pending their use in funding loans under the Loan Program.

This Offering Memorandum amends and supersedes the information contained in any previous offering memorandum in connection with the sale of Certificates by the Foundation, including the Offering Memorandum for the period from August 15, 2016 to August 15, 2017. Reference is made to the audited financial statements for the fiscal years ending December 31, 2016, 2015 and 2014 of the Foundation, included herein as Appendix A, for information with respect to the Certificates issued to date pursuant to the terms of this offering.

THE CHURCH AND THE GEORGIA CONFERENCES

The Church

The Church established its roots in America in the 18th century. The Church represents the confluence of three streams of tradition: Methodism, the Church of the United Brethren in Christ and the Evangelical Association. The present United Methodist Church was organized in 1968 with the merger of the Methodist Church and the Evangelical United Brethren Church. The Church is comprised of approximately 32,100 organized churches throughout the United States and 11,000 outside the United States, with approximately 12.6 million members worldwide.

The Church as a denomination is not a separate legal entity. The denomination is a composition of individuals, local churches, districts, annual conferences, jurisdictional conferences, a general conference and organizations that are created by them to carry on their work. All of these organizations promote the purpose of the denomination. Some of these organizations are local and some are national. Each one generally is legally responsible for its own activities and liabilities unless there is a contractual agreement to the contrary. All of these organizations are connected by their common religious heritage and by their common purpose to further the work of the denomination. These organizations are referred to in this Offering Memorandum as "connectional units" and they compose the Church as it is commonly known. The Church is neither hierarchical nor congregational. It is a "connectional system" in which all of the various organizations are connected by their common religious heritage and their purpose to further the work of the Church. Hence, the term "connectional system" and the term "connectional units" are used in this Offering Memorandum.

The Church does not have a centralized administration. Each local United Methodist Church congregation is an entity governed by its members subject to the provisions of The Book of Discipline of The United Methodist Church ("***The Book of Discipline***"). The highest authority of the Church is the General Conference, which meets once every four years, and is composed of delegates elected by the annual conferences of the United Methodist Church. The delegation is comprised of United Methodists, one-half of whom are ordained clergy and one-half of whom are lay persons. Each General Conference may modify The Book of Discipline. The Book of Discipline provides the basic structure for the Church's general agencies, which are responsible for furthering the fundamental goals of the Church.

The North Georgia Conference and South Georgia Conference

The North Georgia Conference and South Georgia Conference are each annual conferences within the connectional system of the Church. The Church's annual conferences are geographically-defined associations of United Methodist congregations and other connectional units which collaborate on common organizational, administrative and evangelical matters, including collective administrative, educational and outreach programs, certain common funding issues and election of delegates to the quadrennial meetings of the Church's General Conference. As their name implies, the annual conferences hold general meetings, once per year, of delegates from each of their respective constituent units. The administrative head of an annual conference is its Bishop, who is appointed for one or more four-year terms by the Church's General Conference.

The North Georgia Conference consists of the United Methodist congregations and other connectional units located in the northern half of the State of Georgia. Headquartered in Atlanta, the North Georgia Conference is presently comprised of approximately 859 United Methodist Church congregations with an aggregate of over 360,000 lay members and approximately 1,500 clergy. The administrative head of the North Georgia Conference is its Bishop, Sue Haupert-Johnson, who began her service as Bishop on September 1, 2016.

The South Georgia Conference consists of the United Methodist congregations and other connectional units located in the southern half of the State of Georgia. Headquartered in Macon, the South Georgia Conference is presently comprised of approximately 612 United Methodist Church congregations with an aggregate of over 116,000 lay members and approximately 755 clergy. The administrative head of the South Georgia Conference is its Bishop, Robert Lawson Bryan, who began his service as Bishop on September 1, 2016.

THE FOUNDATION

General

The North Georgia United Methodist Foundation, Inc. (the "North Georgia Foundation"), a Georgia not-for-profit corporation, was organized in 1984 for the purpose of supporting the functions of the North Georgia Conference, particularly, managing and administering funds of the North Georgia Conference and its connectional units, promoting and receiving gifts and bequests to such entities and using such gifts and bequests for the charitable, religious and educational purposes of such entities. The South Georgia United Methodist Foundation, Inc. (the "South Georgia Foundation"), a Georgia not-for-profit corporation, was organized in 1978 for the purpose of supporting the functions of the South Georgia Conference, particularly, managing and administering funds of the South Georgia Conference and its connectional units, promoting and receiving gifts and bequests to such entities and using such gifts and bequests for the charitable, religious and educational purposes of such entities. Effective January 1, 2010, the South Georgia Foundation merged with the North Georgia Foundation to form the Georgia United Methodist Foundation, Inc. (previously defined as the "Foundation") to support the functions of both the North Georgia Conference and the South Georgia Conference.

Under the terms of the Foundation's By-laws, upon the affirmative vote of its Trustees comprising at least three-fourths of the Trustees representing either the North Georgia Conference or the South Georgia Conference, the merger of the two constituent foundations can be terminated, and the assets attributable to each such respective foundation would thereupon be divested to successor entities representing such respective constituent foundations. In the event of such a divestiture, the applicable provisions of the Foundation's governing instruments provide that all assets attributable to the Foundation's Loan Program would remain assets of the Foundation (which would again become the North Georgia Foundation), the obligor under the Certificates. Management has no reason to believe that either group of Trustees would invoke this rescission option.

The Foundation is the issuer of the Certificates. The Foundation conducts business at its main office located at 15 Technology Parkway South, Suite 125, Peachtree Corners, Georgia 30092.

Historically, the business of the Foundation has been to serve as a vehicle for receipt and administration of current or deferred gifts and bequests of real and personal property for the benefit of Church-related connectional units or other charities, as well as assisting in structuring trust arrangements as vehicles for charitable donations, either directly to the Foundation or to other Church-related connectional units. Ancillary to these activities, the Foundation also provides collective investment services under which North Georgia Conference and South Georgia Conference congregations or affiliated organizations can invest long-term funds, such as capital or endowment funds, to achieve efficiencies of larger-sized investments. As a result of the foregoing activities, while the Foundation holds certain unrestricted funds which it has received through direct bequests or earnings on unrestricted Foundation assets, a majority of the assets held by the Foundation are restricted funds which are held and invested by the Foundation for the benefit of specific beneficial owners of such funds, and are not beneficially owned by the Foundation. The Foundation is not registered as an investment company under the Investment Company Act of 1940.

The Foundation has also historically been active in advising and assisting congregations within the Conferences in planning fundraising campaigns and planned giving programs.

Under the terms of its Articles of Incorporation and By-laws, the Foundation is governed by a Board of Trustees (previously defined as the "***Board***") comprised of elected members, each of whom serves a three-year term, as well as the Bishops of both Conferences, the Treasurer of each respective Conference and the President, Chief Financial Officer/Treasurer, and Vice President of Development of the Foundation, each of whom serves *ex officio*. The Board elects the officers of the Foundation. See "MANAGEMENT." The Foundation has no shareholders.

The Foundation currently has ten budgeted staff positions, seven of which are full- time salaried positions, and three of which are part-time. One of the part-time employees, the Director of Lending Programs, is dedicated exclusively to the administration and operation of the Loan Program and its related funding. Other Foundation staff devotes portions of their time to the Loan Program and administration of the offering of Certificates, and the Foundation allocates ratable portions of the compensation of these employees to the overhead costs of the Loan Program, in proportion to their time expended on such matters. See "MANAGEMENT – Officers."

The Foundation has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "***Tax Code***"), and a public charity. As a result of its 501(c)(3) status, the income of the Foundation which is derived from its charitable purposes is exempt from federal income taxation. Should you choose to purchase a Certificate, the income derived therefrom as a creditor of the Foundation (such as holders of the Certificates) is not tax exempt. See "TAX CONSIDERATIONS."

The Foundation is an autonomous legal entity, the obligations of which (including the Certificates offered hereby) are not guaranteed by the Church, the North Georgia Conference, the South Georgia Conference or by any other annual conference, any local church congregation, or any other council, conference, board, agency or other connectional unit of the Church. The Foundation does not guarantee, and its management believes that it is not legally responsible for, any liabilities or obligations of the Church or any of the connectional units of the Church.

The Loan Program

As an outgrowth of its historic activities in advising and assisting congregations concerning fundraising and planned giving, the Foundation's Board in 2004 authorized the establishment of the Loan Program for the purpose of providing a source of funding to Church congregations and other connectional units within the Conferences for purchase, construction, improvement, renovation and refinancing of churches, parsonages, educational buildings and other related facilities. See "THE LOAN PROGRAM," below, for a description of the policies, procedures and administration of the Loan Program. The Loan Program was funded initially with a combination of unrestricted funds available to the Foundation for discretionary investment and proceeds of sales of Certificates. Since July, 2008, the Loan Program activities have been funded through proceeds of Certificate sales, regular loan payments and earnings from existing mortgage loans. In addition, the Foundation has, from time to time, in its discretion, sold participation rights in certain of its loans to third party financial institutions or to other investors such as family and non-profit foundations. Most (but not all) of such participation rights have been granted with respect to larger loans in the Foundation's loan portfolio, and have been used at various times as a means to mitigate the concentration risk created by such larger loans, as well as to generate cash flow for the Foundation. The Foundation has typically retained servicing obligations with respect to those loans in which it has sold participation rights. As of March 31, 2017, the Foundation had forty nine (49) loans outstanding with a total principal value, net of participations, of $28,191,035. As of March 31, 2017, the Foundation had sold participation rights, representing an aggregate of $4,973,060 principal amount, with respect to a total of six of the loans in its portfolio. Such participations represented participation rights ranging from 20.79% to 100% of the total loan in which the participation had been sold. The Foundation expects that it will, in the future, continue to sell participations in various loans in its portfolio, as the Foundation deems appropriate, in its discretion, for prudent management of the portfolio, loan concentration and other financial risks.

The Foundation, through the Loan Program, makes permanent loans for fixed terms ("***Permanent Loans***") and loans to finance new construction, the terms of which vary based on the completion of the construction ("***Construction Loans***"). The Permanent Loans generally bear interest at a fixed rate for five years and then reset. The Permanent Loans currently bear interest at rates between 4.25% and 4.80% per annum and have maturities generally between three and twenty years. The Construction Loans carry fixed interest rates, determined by prevailing rates as of the time the loan is made. The current prevailing rate is 5.15% per annum; however, one Construction Loan bears interest at a rate of 4.5%. The Foundation will seek to set the interest rates and payment terms of loans made under the Loan Program at levels sufficient to cover the Foundation's projected payment obligations under any outstanding Certificates (or similar obligations relating to the Loan Program), as well as the Foundation's administrative costs of administering the Certificates and the Loan Program. Any earnings on loans made through the Loan Program which are not necessary for the payment of the foregoing expenses will be available to fund additional mortgage loans pursuant to the Loan Program or to pay general administrative expenses of the Foundation. See "THE LOAN PROGRAM."

SELECTED FINANCIAL DATA

The table below sets forth certain selected financial data with respect to assets and revenues of the Foundation for its three most recently completed fiscal years. It should be noted that the table below contains only data with respect to the unrestricted assets and unrestricted revenues of the Foundation, and does not include assets or revenues subject to either temporary or permanent restrictions or dedicated to a particular purpose. The data in the table with respect to the fiscal years ended December 31, 2016, 2015 and 2014 has been compiled by management from the Foundation's audited financial statements and should be read in conjunction with the Foundation's most recent audited financial statements, including the footnotes thereto, included as **Appendix A** to this Offering Memorandum.

Georgia United Methodist Foundation
Selected Financial Data

	2014	**2015**	**2016**
Cash, cash equivalents and readily marketable securities (combined) (unrestricted)	$18,418,113	$15,009,070	$14,278,288
Total Assets (unrestricted)[1]	$44,242,754	$39,834,262	$42,726,343
Net Assets (unrestricted)	$7,249,838	$6,774,455	$7,170,448
Total loans receivable	$26,036,381	$25,095,326	$28,719,322
Amount of unsecured loans receivable	$0	$325,962	$206,880
Percent of unsecured loans receivable	0%	1.2%	0.7%
Loan delinquencies as a percent of total loans	0%	0%	0%
Total Certificates payable	$37,045,119	$32,959,580	$35,659,891
Amount of Certificates matured or redeemed during	$14,754,734	$18,779,936	$16,718,240
Other long-term debt	$0	$0	$0
Change in Net Assets (unrestricted) (from December 31, of previous year)	$183,489	($475,383)	$395,993

(1) Includes other miscellaneous assets (such as furniture and equipment) and gives effect to provision for loan loss reserves.

The data in the table below with respect to the three months ended March 31, 2017 has been compiled from unaudited data prepared by the Foundation's management. It should be noted that the table below contains only data with respect to the unrestricted assets and unrestricted revenues of the Foundation, and does not include assets or revenues subject to either temporary or permanent restrictions or dedicated to a particular purpose.

Georgia United Methodist Foundation
Unrestricted Assets and Revenue

	Three Months ended March 31, 2017
Cash, cash equivalents and readily marketable securities	$16,138,104
Total Assets (unrestricted)[(1)]	$44,044,710
Net Assets (unrestricted)	$7,389,867
Total loans receivable	$28,191,035,
Amount of unsecured loans receivable	$194,449
Percent of unsecured loans receivable	0.7%
Loan delinquencies as a percent of total loans receivable	0%
Total Certificates payable	$36,779,832
Amount of Certificates redeemed during three months to March 31, 2017	$4,061,496
Other long-term debt	$0
Change in Net Assets (unrestricted) (since December 31, 2016)	$219,420

(1) Includes other miscellaneous assets (such as furniture and equipment), and gives effect to provision for loan loss reserves.

DESCRIPTION OF THE CERTIFICATES

The securities offered hereby consist of unsecured promissory notes of the Foundation (herein referred to as Certificates). The rates of interest payable on the Certificates are set by the Foundation, in its discretion, at the date of issuance of each such Certificate, and thus will vary from Certificate to Certificate depending on the time of issuance thereof.

In general, the rates of interest applicable to the various Certificates will be determined by the Foundation in light of a combination of factors, including the average rate of return being realized by the Foundation on loans outstanding under its Loan Program, the Foundation's costs and expenses of administering the Loan Program and the then-prevailing rates of return being paid to investors in similar investments. Generally, the rates of interest applicable to the various types of Certificates will not vary more frequently than monthly.

The Foundation will supplement this Offering Memorandum from time to time so as to disclose the then-prevailing interest rates applicable to its various categories of Certificates, and will advise each subscriber of the rate of interest which will apply, upon issuance, to the specific type or types of Certificates in which such subscriber applies to invest. Further, the current prevailing interest rates are posted on the Foundation's website at http://www.gumf.org/certificates/.

Certificates

Each Certificate will bear interest at the rate per annum determined by the Foundation for a Certificate of the specified duration as of the date of issuance of such Certificate, with separate interest rate determinations being applicable to each of the One Year Certificates, the Two Year Certificates, the Three Year Certificates and the Four Year Certificates. All Certificates will accrue interest daily from the date of issue and interest will either be paid quarterly, or reinvested as principal under such Certificate and paid at maturity, depending upon the payment terms selected by the investor. See "GENERAL TERMS APPLICABLE TO ALL CERTIFICATES – Payment of Interest." Each Certificate will bear interest for the full term of the Certificate at the rate set on the date of issuance of such Certificate. Any change in interest rates by the Foundation will affect only (i) new Certificates issued after the change in rate, or (ii) outstanding Certificates subject to Renewal.

The Foundation, at least thirty (30) days prior to maturity, will give written notification to the holder (or holders) of a Certificate specifying that the Certificate is approaching maturity, that the holder has the option of Renewal for an additional term (subject to the Foundation's ability to effectuate such Renewal in compliance with applicable securities laws) prior to its maturity, and the applicable interest rate if the holder of the Certificate elects Renewal (the "Renewal Interest Rate"), as more fully described below. At such time, the Foundation shall also provide to each such holder of a Certificate the Foundation's most current Offering Memorandum with respect to the Certificates, the then prevailing interest rates applicable to Certificates and notice regarding the holder's 72-hour right of rescission (as described on the inside cover of the Offering Memorandum). If the Foundation has not received, by the maturity date of such Certificate, written notice from the Certificate holder that the holder wishes to exercise its right of Renewal (at the Renewal Interest Rate), the Certificate will be automatically redeemed upon maturity, without the need for written notice from the holder.

The Foundation will repay at maturity the full principal and any accrued but unpaid interest due on a Certificate to holders who have not given the Foundation written notice that they wish to renew such Certificate.

With regard to holders of Certificates who have elected to exercise their right of Renewal at or prior to the maturity of such Certificates, the Foundation will, at the maturity of those Certificates, comply with such holder of Certificates' request for Renewal (that is, it will "roll- over" the Certificates), provided the Foundation is able to do so, in compliance with applicable securities laws (and subject to the 72-hour rescission right described above). In the case of certificated Certificates, the Certificates subject to Renewal will be evidenced by the same document as was originally issued to evidence such Certificate at the time of its original issuance. The Certificates subject to Renewal will bear interest at the Renewal Interest Rate, which is the interest rate prevailing at the date of such extension for the same kind of Certificates as those subject to Renewal or, if the same kind of Certificates are not then being offered, on Certificates which are substantially similar to those subject to Renewal. If the Foundation is not able to comply with a Renewal request in compliance with applicable securities laws, the Foundation will redeem such Certificate, in the same manner as if the holder thereof had given no written notice of Renewal.

If the holder of a Certificate, prior to the maturity date, presents a demand for prepayment of such Certificate, the Foundation will, subject to its right to pay the principal in installments as described in the next paragraph, on the sixtieth (60th) day following its receipt of such demand, repay the principal amount of the Certificate, less an early withdrawal penalty which shall be equal to four months interest, but not to exceed the actual interest earned.

The terms of the Certificates do not provide for partial prepayment or partial redemptions (whether registered in the names of an individual or of multiple owners) of Certificates. Payment of a Certificate (whether at maturity or at prepayment) may be obtained only for the full amount of the Certificate, plus any accrued interest. Early redemption penalties may be applicable, as described above.

At either the maturity of an un-renewed Certificate, or upon the holder's early-payment demand for payment in full of a Certificate, the Foundation will have the right, should it elect to do so: (i) to repay the principal in three equal annual installments beginning thirty (30) days after demand, along with interest accrued at such Certificate's stated rate; and (ii) deduct any applicable early withdrawal penalty (calculated in the manner described in the preceding paragraph) from the first annual payment. While it is the Foundation's intention to pay principal and interest as demanded, without utilizing such delayed-payment terms, whenever possible, no assurance can be given that the Foundation will be willing or able to make repayments without invoking these rights. The Foundation has not had to take advantage of the foregoing option since the inception of the Certificates program.

Outstanding Certificate Summary

The following table is a summary of the Foundation's outstanding Certificates as of December 31, 2016.

Georgia United Methodist Foundation
Outstanding Certificate Summary

		Principal Amounts Due at Maturity			
Category of Obligation	Total Amount Outstanding	< 1 year	1-2 years	2-3 years	3-4 years
Certificates	$35,659,891	$15,170,512	$7,043,971	$6,356,394	$7,089,014
Other debt obligations	$0	$0	$0	$0	$0
Total	$35,659,891	$15,170,51	$7,043,971	$6,356,394	$7,089,014

In the fiscal year ending December 31, 2016, the Foundation received total gross proceeds of $8,822,150 from the sale of Certificates (not including $10,080,037 aggregate principal amount representing Renewals). During the same period, the Foundation paid out a total of $6,638,203 to Certificate holders (not including the aggregate principal amount of Renewals as described above) upon maturities and redemptions.

GENERAL TERMS APPLICABLE TO ALL CERTIFICATES

Application to Purchase Certificates

All Certificates will be issued pursuant to the Application to Purchase a Certificate, which is found in **Appendix B** to this Offering Memorandum. New Certificates may be purchased in minimum amounts of $5,000.

Except in the case in which a subscriber expressly requests that a physical instrument be issued to evidence his or her Certificates, the Certificates will be uncertificated, and a subscriber for Certificates will not receive a physical certificate evidencing the Foundation's payment obligations to him or her in respect of his or her Certificates. Rather, the Foundation will maintain a ledger of investors, reflecting the amount and terms of each specific investor's respective Certificates, and will establish an account for each such investor. Upon making an investment in the Certificates, each investor will receive a statement confirming that such investor has made an investment, setting forth the specified principal amount and term (One Year, Two Year, Three Year or Four Year), the specified rate, and stating that such Certificate shall payable on the terms and conditions specified for such type of Certificate in this Offering Memorandum. Certificate holders will, upon request, be entitled to receive, not later than forty-five (45) days following the end of each calendar quarter, a statement of account for such investor's Certificates, reflecting outstanding principal balance, changes in applicable interest rates (if any) and interest accruals and/or payments, with respect to such respective calendar quarter.

Form of Ownership

The Foundation will register the ownership of Certificates, upon issuance, as designated by the purchaser's application. Applicants may elect sole ownership or joint ownership. The only available form of joint ownership permitted by the Foundation for Certificates offered hereby is joint tenancy with right of survivorship (under which the interest of a deceased joint tenant passes to the other named joint tenant(s)). Under Georgia law, in the absence of a specification otherwise, a joint ownership of securities— such as the Certificates—is presumed to be a joint tenancy with right of survivorship. Unless instructions to the contrary are specifically provided to the Foundation, all named joint owners will be presumed to own equal shares of the jointly registered Certificate.

Any permitted voluntary early redemption of a jointly-owned Certificate, and any Renewal of a jointly-owned Certificate, can only be effected with the consent of all the joint owners.

Any payments in respect of a jointly-registered Certificate (whether interest earnings or of redemption proceeds) will be made in the form of check payable jointly to all the registered owners, unless the Foundation has received explicit instructions, signed by all such joint owners, to make payment in a different form. Unless instructed otherwise in a writing signed by all the joint owners, the Foundation will report all interest earnings on any jointly-owned Certificate using only the taxpayer identification number of the first owner named on the registration of the Certificate.

Cash Sale

The Certificates will be sold for cash, at face value, and the Foundation offers no financing terms for the purchase of Certificates. Certificates will be issued only upon payment of the full cash price by the investors purchasing the Certificates.

Payment of Interest

Each Certificate may be purchased either: (i) as a Certificate on which interest is accrued and paid quarterly within fifteen (15) days after each respective calendar quarter-end (an "interest payment Certificate"); or (ii) as a Certificate on which, except as adjusted by the Alternate Interest Payment Adjustment (as defined below), the quarterly interest accruals are reinvested and added to the principal of such Certificate (an "***Interest Reinvestment Certificate***"). An Interest Reinvestment Certificate will accrue interest as of March 31, June 30, September 30 and December 31 of each year in which the Certificate is outstanding, with such reinvested interest thereafter bearing an equal rate of interest as the applicable rate on the Certificate. All principal, as well as accrued but unpaid interest, on an Interest Reinvestment Certificate will be repaid upon maturity of that Certificate (unless such Certificate is renewed in accordance with its terms – see "DESCRIPTION OF THE CERTIFICATES – Certificates").

The "Alternate Interest Payment Adjustment," with respect to an Interest Reinvestment Certificate, is a change in the method of calculation and payment of interest which shall automatically occur if, at any time prior to the maturity date of such Certificate, applicable law governing the interest payable under such Certificate is amended or judicially interpreted to prohibit the payment of interest on amounts of interest reinvested as contemplated by the terms of an Interest Reinvestment Certificate. In such a case, the accrued but unpaid amounts due under such Interest Reinvestment Certificate shall be restated such that accrued but unpaid principal thereunder shall equal only the original principal amount of such Certificate, and accrued but unpaid interest under such Certificate shall equal the lesser of (i) the remainder after subtracting the original principal amount of such Certificate from the aggregate of accrued but unpaid principal and interest which would be payable pursuant to such Interest Reinvestment Certificate in the absence of effectuation of the Alternate Interest Payment Adjustment, or (ii) the amount of interest which would accrue, on a cumulative but not compounded basis, on such original principal amount, at the rate of six percent (6%) per annum, simple interest, from the original issuance date of such Certificate until the date the accrued amounts thereunder are so restated. In the event of the triggering of the Alternate Interest Payment Adjustment with respect to any Interest Reinvestment Certificate, all interest accruing under such Certificate following the date such adjustment is triggered shall be accrued and paid as if such Certificate were an interest payment Certificate, rather than an Interest Reinvestment Certificate.

Transfer

The Certificates will be transferable only with the consent of the Foundation and only upon presentation to the Foundation of appropriate documents of transfer. Moreover, since the Certificates have been issued without registration under the Act, the Certificates may be transferred only in a transaction which is the subject of an effective registration under the Act, or in a transaction which is exempt from the registration requirements of the Act, or which is otherwise in compliance with the registration requirements of the Act.

No Trust Indenture or Sinking Fund

The Certificates will not be issued pursuant to any trust indenture, nor is there any indenture trustee or other agent appointed to represent the interests of investors. The Board has directed that the Foundation will maintain a liquid reserve in the form of cash and securities which mature in one year or less and which in the aggregate at all times equal at least an amount equal to the sum of ten percent (10%) of the first $1,000,000 in principal amount of Certificates outstanding and five percent (5%) of such principal amount in excess of $1,000,000. The Board may modify this practice from time to time.

No Priority or Direct Rights in Foundation Assets

The Certificates will represent general unsecured indebtedness of the Foundation. Holders of the Certificates will have no direct interest in the loans made pursuant to the Loan Program, or the proceeds thereof, or in any other assets of the Foundation. Holders of the Certificates will have no rights, either individually or as a group, to enforce, or require enforcement of any security interest securing any of the loans made pursuant to the Loan Program, or any other terms of such loans. Holders of the Certificates will not have an equity interest in the Foundation and will have no right to vote on matters brought before the Foundation's Board. Holders of Certificates will be unsecured creditors of the Foundation, entitled, subject to the qualifications set forth in the following sentence, to an equal claim upon the Foundation's assets with all other unsecured creditors of the Foundation. Notwithstanding the foregoing, the holder of a Certificate is deemed to have consented to the subordination of any claims which such holder may have in respect of rights of payment under such Certificate, insofar as such rights might give rise to a claim on assets of the Foundation denominated or accounted for as restricted assets, or on income derived from or proceeds of such restricted assets, to the rights of the designated beneficiaries of such restricted assets, as reflected on the books and records of the Foundation from time-to-time.

Limit on Sales

The Foundation reserves the right to withdraw all or any part of the Certificates offered hereby at any time and without notice. The Foundation also reserves the right to reject any subscription for any of the Certificates offered hereby, for any reason, as determined in its sole discretion.

Right to Call

The Foundation will have the right to call any of its Certificates at any time upon six (6) months prior written notice, by payment of the principal amount of such Certificates together with accrued interest plus a premium equal to two and one-half percent (2.5%) of the principal sum of the Certificate. In the case of such a call of Certificates, the particular Certificate called for redemption will be chosen randomly, by lot. Early withdrawal penalties will not be imposed on any Certificates called for redemption by the Foundation.

Notices

Any notice permitted or required to be given in connection with the Certificates shall be given in writing, and shall be given (i) by personal delivery in hand to the addressee of such notice, (ii) by an overnight commercial carrier from which confirmation of delivery is obtained, if sent for overnight delivery with all applicable fees prepaid, to the applicable address for such notice, or (iii) by deposit in the United States mail, with required first class postage pre-paid and addressed to the applicable address specified herein for such notice. Such notice shall be deemed to be received and effective: (i) upon delivery, if delivered by personal delivery; (ii) if delivered by overnight commercial carrier, on the date on which delivery to the applicable address is confirmed according to the records of the carrier; and (iii) if sent by first class US mail, on the third day after the day on which the notice, properly addressed to the applicable address, with first class postage prepaid, was mailed. Such notices which are sent to the Foundation shall be sent to the following address, or such other address of which the Foundation has subsequently given written notice to the Certificate holder in accordance with the provisions for notice described above in this paragraph:

Georgia United Methodist Foundation Attn: Treasurer
PO BOX 922087
Peachtree Corners, GA 30010

Correspondingly, such notices which are sent to a Certificate holder shall be sent to the address provided by such Certificate holder in its Application to Purchase a Certificate, or such other address of which the Certificate holder has subsequently given written notice to the Foundation in accordance with the provisions for notice described above in this Section.

METHOD OF OFFERING

The offer and sale of the Certificates is restricted solely to persons or entities which are Eligible Subscribers. Each subscriber for Certificates will be required to represent that he, she or it meets the criteria for an Eligible Subscriber and is purchasing the Certificates for investment and for his, her or its own account, and not for transfer or resale.

The Certificates are being offered and sold only through officers and employees of the Foundation. No underwriting or selling agreements exist between the Foundation and any third party in connection with the offering, and the Foundation will not pay any direct or indirect commissions or other remuneration in connection with any sales of the Certificates.

The Foundation's executive officers will solicit offers to buy the Certificates in the State of Georgia. In addition, when the opportunity arises, other trustees of the Foundation may speak generally with regard to the nature and purpose of the Foundation's work and those presentations may include descriptions of the Loan Program and the Certificates.

There is no minimum amount of proceeds which must be raised pursuant to this offering, inasmuch as the Foundation has available other unrestricted funds with which to fund mortgage loans under the Loan Program and will limit the amount of mortgage loans under the Loan Program to that which can be funded using the combination of such unrestricted funds and with the proceeds of sales of the Certificates. (The Foundation has not used unrestricted funds, other than proceeds of Certificate sales, to fund lending under the Loan Program since 2008). Accordingly, subscriptions from eligible subscribers will be accepted in the order received, without regard to the total number or amount of Certificates subscribed for pursuant to this offering. The Foundation reserves the right to accept or reject any subscription for Certificates, for any reason, in its sole discretion.

The Foundation reserves the right at any time and without notice to withdraw all or any unsold portion of the Certificates offered hereby. If the entire amount of the offering is not needed for the purposes intended, this offering may be withdrawn and the acceptance of subscriptions suspended.

USE OF PROCEEDS

The proceeds from this offering of Certificates, in conjunction with certain other available unrestricted funds of the Foundation, will be used principally to make first-lien mortgage loans to Church congregations, districts, mission institutions and agencies within the Conferences under our Loan Program. The Foundation will solicit applications from congregations and other eligible entities for such mortgage loans and new loans will be made, from time to time, in accordance with the Foundation's loan policies. The proceeds of this offering will not be allocated for any specific loan or loans. The Foundation may, from time to time, in its discretion, impose maximum and/or minimum amounts for loans made by the Foundation. In addition to the foregoing, proceeds received by the Foundation from this Offering may be used for repayment of Certificates as they mature and redemption of Certificates when requested by the holders of such Certificates.

The Foundation will use a portion of the proceeds of the offering to invest in short-term, marketable interest-bearing securities in order to maintain reasonable liquid reserves. See "LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES." In addition, a portion of the proceeds of this offering will be temporarily invested in short-term investments in marketable securities, pending their investment in mortgage loans originated pursuant to the Loan Program, with earnings on such short-term investments used to fund Loan Program reserves and Foundation operating expenses.

There is no minimum amount of proceeds which must be raised pursuant to this offering, inasmuch as the Foundation has available other unrestricted funds with which to fund mortgage loans under the Loan Program, and will limit the amount of mortgage loans under the Loan Program to that which can be funded using the combination of such unrestricted funds and the proceeds of sales of the Certificates. Accordingly, there is no minimum number or amount of Certificates which must be sold pursuant to this offering, and no minimum amount of proceeds of Certificate sales which must be received for purposes of the Loan Program. See "THE LOAN PROGRAM" and "METHOD OF OFFERING."

No underwriters or broker-dealers are participating in this offering, and no discounts or commissions will be paid in connection with sales of the Certificates. Sales of the Certificates will be made solely through certain officers and employees of the Foundation. All expenses of this Offering, including printing, mailing, attorneys' fees, accountants' fees and regulatory filing fees, will be paid by the Foundation from its unrestricted general funds.

TAX CONSIDERATIONS

The following general discussion sets forth certain anticipated federal income tax consequences of the purchase, ownership or disposition of the Certificates. The discussion of anticipated federal income tax consequences is based on the Internal Revenue Code of 1986, as amended (the "***Code***"), and the regulations adopted pursuant to the Code. The discussion below does not purport to address all aspects of federal taxation that may be relevant to particular investors in light of their individual circumstances, or to certain types of investors subject to special treatment under the federal income tax laws. More specifically, this discussion does not address U.S. federal alternative minimum tax, additional tax on net investment income, or estate and gift tax consequences or any aspect of state, local or non-U.S. taxation. Moreover, there can be no assurance that contrary positions to those positions expressed below will not be taken by the Internal Revenue Service. Prospective investors are advised to consult their own tax advisors regarding the federal income tax consequences from the purchase, ownership or disposition of the Certificates, as well as any tax consequences arising under the laws of the State of Georgia, or any local government, or any foreign government.

Payments of stated interest on the Certificates will be taxable as ordinary income at the time the stated interest is received or accrued, in accordance with your method of accounting for federal income tax purposes. Therefore, unless the Certificate holder is exempt from federal income tax by Section 501(a) (or another Section) of the Code, the Certificate holder must include the interest earned in his or her income on an annual basis. Prospective investors should be aware that interest on a Certificate as to which interest is reinvested (rather than being paid periodically in cash) may be deemed, for income tax purposes, to be earned ratably (on the basis of an original issue discount formula) over the life of the Certificate, rather than as received, and thus the holder of such Certificate may be deemed to have received taxable interest income in years in which such holder has received no cash payments with respect to such Certificate.

Unless an exception to the reporting requirement applies, the Foundation will report annually (or more frequently if required) to the Certificate holders and to the Internal Revenue Service with respect to the interest paid or credited to such Certificate holders. The Foundation will notify investors of interest received or accrued on Certificates by sending them Federal Income Tax Form 1099, or such comparable form, by January 31 of each year. Unless instructed otherwise in a writing signed by all the joint owners, the Foundation will report all interest earnings on any jointly-owned Certificate using only the taxpayer identification number of the first owner named on the registration of the Certificate.

The Foundation has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Tax Code, and a public charity. However, an investment in the Certificates does not entitle the investor to an income tax deduction and will not qualify as a charitable contribution under Section 170 of the Code.

Under the Code, a Certificate holder, other than a corporation, may, under certain circumstances, be subject to "backup withholding" at a rate of 28% with respect to payments on the Certificates. This withholding generally applies if the non-corporate Certificate holder:

- Fails to furnish the Foundation such holder's social security number or other taxpayer identification number ("TIN");

- Furnishes the Foundation an incorrect TIN;
- Fails to report properly interest, dividends, or other "reportable payments" as defined in the Code; or
- Under certain circumstances, fails to provide the Foundation or such holder's broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such holder is not subject to backup withholding.

Each non-corporate subscriber for Certificates will be asked to provide, as part of his or her application to purchase a Certificate, a statement of the type described in the foregoing final clause. See "FORMS FOR APPLICATION TO PURCHASE A CERTIFICATE," contained in **Appendix B** to this Offering Memorandum. Non-corporate Certificate holders should consult their own tax advisors as to their qualification for exemption from backup withholding and the procedures for obtaining the exemption.

If the holder of any Certificate(s) sells or otherwise transfers Certificate(s) for an amount other than its face value, taxable gain or loss may result, as with any sale or other transfer of an investment.

LIQUIDITY RESERVE POLICIES; INVESTING ACTIVITIES

General

In accordance with a policy of maintaining reasonable reserves in relation to its obligations under the Certificates, the Foundation maintains a portion of its unrestricted assets in investments which are liquid, or easily liquidated, which will consist primarily of marketable interest-bearing securities such as U.S. Government obligations and corporate bonds.

The Foundation intends to maintain such investments in an amount deemed sufficient to meet normal interest payments as they accrue and to repay principal amounts on outstanding investment obligations as they are presently projected to mature. To this end, the Board has adopted a policy of maintaining a reserve of cash and liquid securities with short to medium term maturities (the "***Reserve***"), which shall not be less than ten percent (10%) of the first $1,000,000 principal amount, and five percent (5%) of any principal amount in excess of $1,000,000, of the Certificates at any one time outstanding. Earnings from investment of such reserve funds are retained in the accounts in which reserve funds are maintained, either to increase the amount of such reserves or to be used to fund additional investment in mortgage loans under the Loan Program. In addition to the Reserve, the Foundation maintains cash, cash equivalents, readily marketable securities and available lines of credit such that the Foundation remains in compliance with laws applicable to the Foundation.

In addition to such reserves, the Foundation has a committed unsecured line of credit with Renasant Bank, Johns Creek, Georgia, in the principal amount of $750,000 (the "***Credit Line***"), on which the Foundation may draw from time to time to bridge timing differences between payments due under Certificates and payment receipts under the Loan Program, thereby providing additional access to funds for payment of unanticipated early redemptions or non-renewals of the Certificates.

The Board is responsible for setting and altering the Foundation's investment policies. Equity investments are managed by Wespath Investment Management, which is the investment management division of Wespath Benefits and Investments, a general agency of the United Methodist Church. Fixed Income investments are managed by Black Rock, Inc. The Foundation reserves the right to change these investment and reserve policies at any time in the future.

Summary of Investment Balances

The following table summarizes the Foundation's investment balances (by investment category) as of March 31, 2017. The table does not include loans receivable and does not include cash or cash equivalents other than temporary cash balances directly related to securities investments. Accordingly, the table does not reflect either mortgage loans originated under the Loan Program or proceeds of Certificate sales being held as cash balances either pending use to fund Loan Program mortgage loans or to fund Loan Program reserve requirements.

Georgia United Methodist Foundation
Summary of Investments

Type of Investment	Market Value	Percentage of Portfolio
Money Market Funds(1)	$175,436	2.3%
Foundation Fixed Income Fund	$2,555,979	34.0%
Foundation Equity Fund	$4,776,268	63.6%
Total Investments - Foundation	$7,507,683	100.0%

(1) Represents temporary cash balances directly related to investments in other categories in this table.

The Foundation's aggregate realized and unrealized gain (loss) for all of its investments for the fiscal years ended December 31, 2016, 2015 and 2014 was $549,143, ($143,737), and $427,578, respectively.

The Foundation reserves the right, at any given time, to liquidate, discontinue or alter its investment portfolio within the guidelines described above.

THE LOAN PROGRAM

General

The purpose of the Loan Program is to make first-lien mortgage loans to Church congregations, districts, mission institutions and extension agencies within the Conferences for the purchase, construction, expansion or major improvement of churches, parsonages or mission buildings, or the refinancing of loans made for those purposes.

The Foundation does not anticipate engaging in any significant borrowing or lending activities other than its lending activities pursuant to the Loan Program and its borrowing pursuant to the Certificates and similar indebtedness incurred to finance the Loan Program.

Loan Policies

Loan guidelines and a formal loan review process have been established by the Foundation for loans made pursuant to the Loan Program. The categories of uses to which Loan Program funds may be put, which are listed here in descending order of preference, are as follows: (1) the acquisition or construction of a new congregation's first church property or facility; (2) the renovation, expansion and/or remodeling of existing church facilities; (3) site purchases to establish new congregations; and (4) the refinancing of existing mortgages and loans involving parsonages or conference buildings.

The Foundation generally expects to limit a Loan Program loan to an amount which would not require annual debt payments exceeding one-third of the annual total anticipated revenues (which may include capital campaign receipts) available to the borrowing congregation and would not cause total debt of such congregation to exceed three times the annual operating income. Foundation personnel administering the Loan Program will review an applicant's projected cash flows for multiple years to ascertain the capacity of the applicant to repay the loan. A loan in excess of this guideline amount may be made by the Foundation provided that one of the Conferences, one of its respective agencies, or other connectional unit with sufficient resources, guarantees the repayment of the loan. A guarantor would be required to guarantee the full amount of the loan, and may be required to grant a security interest in some or all of its real property to secure the loan or its guarantee.

The Foundation will occasionally require that a congregation applying for a loan must have conducted a capital funds campaign (a program for providing financial support for the loan) from which it has obtained pledges to meet its debt repayment requirements for the initial three years of the loan. Alternatively, the applicant will be required to provide some other evidence that the debt repayment will be made from other identified sources for the initial three years. An exception to this requirement will apply to newly-organized congregations which cannot comply with this requirement, but in those cases the Foundation will require that the loan be guaranteed.

The Foundation will generally lend money under the Loan Program for terms ranging from 5 to 20 years, but in special circumstances may approve a longer term. All loans will call for payment of principal and interest in equal monthly or quarterly installments. The Foundation will permit loans to be prepaid at any time without penalty.

The rate of interest to be charged on mortgage loans made pursuant to the Loan Program will be set, based on the then-prevailing financial market conditions and loan underwriting requirements. The interest rate on loans made on a variable–rate basis will be adjusted monthly on the first business day of each calendar month. Rates on permanent loans will be set in relation to (but not necessarily at) market rates of interest for comparable-term loans prevailing at the time such loan is funded.

From time to time, the Foundation may, in its discretion, reduce interest rates from the rate set on its loans to prevailing market rates.

The Foundation will accept requests for loans made by a written application which has been reviewed and recommended by the applicable committees or boards required by the Book of Discipline. Each application will be processed and reviewed by the Foundation Staff. The Foundation will generally complete a physical inspection of the property upon which the construction or renovation is to take place. No appraisal will be required except in connection with loans for the purchase of unimproved land. The staff refers applications for loans to a loan committee comprised of officers of the Foundation (the "***Officers Loan Committee***"), which will review and approve or deny the application. Applications for loans exceeding $150,000 must also be reviewed, and approved or denied, by the Loan Committee of the Foundation's Board of Trustees (the "***Loan Committee***"). See "MANAGEMENT."

The Foundation has, from time to time, in its discretion, sold participation rights in certain of its loans to third party financial institutions or to other investors such as family and non-profit foundations. Such participations have represented participation rights ranging from 21% to 100% of the total loan in which the participation had been sold. The Foundation expects that it will, in the future, continue to sell participations in various loans in its portfolio, as the Foundation deems appropriate, in its discretion, for prudent management of the portfolio, loan concentration and other financial risks. In addition, the Foundation reserves the right, in its discretion, in certain cases where the maximum loan available under the Foundation's lending criteria would not be sufficient to finance a proposed project, to fund a larger loan by entering a participation agreement with another lending institution at the outset of such larger loan. In either type of participation arrangement, the participation agreement provides that both lenders hold ownership interests in the loan documents and in the agreements ancillary to the loan (such as title insurance and other relevant insurance). Where the loan participation agreement is entered from the outset of the loan, the loan may be evidenced by separate promissory notes from the borrower to each participating lender, with the loan participation agreement specifying the agreement among the participants as to their relative rights and duties in respect of the loan and loan documentation. To date, in all its participation arrangements, the Foundation has retained the rights and duties as documentary custodian, collection agent and servicing agent with regard to the loan in question, and the Foundation expects that it will ordinarily (but not necessarily) continue that practice with respect to future participation arrangements into which it may enter. The Foundation does not presently intend that it will enter into any mortgage loan participation in which any other participant's participation rights are payable over a shorter term than the rights held by the Foundation, or in which the other participant holds a participation equal to less than ten percent (10%) of the Foundation's percentage of participation in the loan. However, the Foundation reserves the right to vary from these criteria with regard to any particular loan, if in its sole judgment such variation is warranted.

Borrowers who wish to be eligible to borrow more than $75,000 from the Foundation to build, renovate or expand buildings and improvements will generally be required to hire a general contractor that can obtain a performance or construction bond with a corporate surety acceptable to the Foundation. If the general contractor cannot obtain such a bond, or if the borrower has elected to use volunteer labor or uses a construction manager in lieu of a general contractor, the Foundation will not make a construction loan to that borrower and will suggest that the borrower approach another lending institution for construction lending. The Foundation, however, may provide permanent financing on those projects after construction has been completed satisfactorily and meets the Foundation's lending criteria.

The Foundation may purchase or refinance loans originally made by other connectional units within the Church or by commercial lenders, provided such loans have been made upon substantially the same terms and conditions as loans which are made by the Foundation, and further provided that the then-present financial condition of the borrower meets the guidelines of the Foundation. It is the Foundation's policy to only acquire loans which are not in default.

The Directors Loan Committee will review each loan made by the Foundation (other than loans of under $150,000, which may be approved by the Foundation's Officer's Loan Committee). The reviewing committee will consider the cost of the construction, major improvements or purchase, and the financial ability of the applicant congregation (or other borrower) to repay the loan.

The loan process will be substantially the same as would be followed in the underwriting of conventional commercial first mortgage loans by institutional lenders. The loan and security documents will be in the customary form used in the State of Georgia. Title insurance and hazard insurance with extended coverage will be required.

Outstanding Loans Summary

The following table is a summary of the Foundation's outstanding loans receivable under the Loan Program as of March 31, 2017.

GEORGIA UNITED METHODIST FOUNDATION

OUTSTANDING LOANS SUMMARY

		Principal Amounts Due				
Category of Loan	**Total Amount Outstanding**	**< 1 year**	**1-3 years**	**3-7 years**	**7-10 years**	**10+ years**
Secured Loans[(1)]	$ 28,191,035	$2,946,721	$3,079,745	$9,875,261	$4,860,180	$7,429,128
Total	$ 28,191,035	$2,946,721	$3,079,745	$9,875,261	$4,860,180	$7,429,128

(1) Loans are primarily secured by real or personal property, and/or guaranteed by a third party.

Loan Concentrations

As of March 31, 2017, the Foundation's three largest outstanding unparticipated loans or loan commitments involved loans or commitments to large, long-established United Methodist congregations in the metro Atlanta area. Two of these are fully funded amortizing mortgage loans, each of which was made to refinance mortgage debt previously incurred by the borrowing congregation from a commercial bank.

The largest of these, closed in June 2015, has an outstanding principal balance at March 31, 2017 of $3,327,392 and is secured by liens on the borrowing congregation's property, plant, furniture and fixtures and involves terms which subject the borrower to annual financial reporting requirements and certain other covenants.

The second such fully funded loan was made in December 2012 and has an outstanding principal balance at March 31, 2017 of $2,348,405 and is secured by liens on the borrowing congregation's property, plant, furniture and fixtures, and involves terms which subject the borrower to annual financial reporting requirements and certain other covenants.

The Foundation's largest unparticipated loan commitment is a construction loan commitment to fund up to $8,000,000 in construction financing for an expansion project by one of the North Georgia Conference's largest congregations. The commitment closed in March of 2015. As of March 31, 2017 the owing balance was $3,670,000 representing the funds necessary to finish the build out of phase 1 of the church's master development plan. Much of the phase 1 costs were funded by substantial collections of capital campaign pledges. In April 2017, terms of this loan were substantially amended to allow continued funding of the master plan's phase 2 projects. Future funding remains contingent upon construction progress, reporting requirements and compliance with related loan covenants. Due to the size, scope and timing of the phase 2 work and the remaining capital campaign pledges payable, the loan commitment amount was reduced to $6,000,000. Under terms of the commitment, upon phase 2 project completion, the outstanding balance of principal and interest on the construction loan may, at the option of the borrower, be converted to a permanent mortgage loan amortizing over a term of 20 years. The borrower's expansion project continues to be supported by significant capital campaign pledges, which, along with other property, plant and equipment, are pledged as security for the loan (both as construction loan and permanent loan).

The Foundation may in the future, in its sole discretion, sell participations in any of these (or any other) loans to other United Methodist Church related entities for the purpose, among others, of mitigating subsequently perceived concentration risks.

Loan Delinquencies

At December 31, 2014, 2015 and 2016, respectively, the Foundation had no loans in the Loan Program that were past due more than 30 days, classified as troubled or on a non-accrual basis. For the fiscal year ended December 31, 2016, the Foundation had no losses from loans in the Loan Program.

The Foundation has one outstanding mortgage loan which was operating under a temporary payment relief agreement. The loan originated as a construction loan and converted to the current mortgage loan in amount of $896,496 in June 2013. In light of the borrowing congregation's loss of a youth minister and a turnover in membership, the Foundation and representatives of the North Georgia Conference agreed to assist the congregation beginning in July 2015 by reducing the interest rate, deferring a portion of principal payments, and waiving certain covenant violations for a period of one year. In June 2016, North Georgia Conference officials appointed a new pastor and the Foundation agreed to allow the church to continue to operate under the temporary relief agreement after the one year June 30, 2016 expiration. As of May 31, 2017, the church's loan balance was $840,946 and payments are current. As the Foundation believes that the current value of the pledged collateral supports the loan balance and the modified terms result in modest principal reduction plus a market level interest factor, no write down in value of this loan was recognized. The loan is carried as a "Special Mention" graded credit on an accruing basis with a specific 5% loan loss reserve.

MANAGEMENT

Board of Trustees

Pursuant to the Foundation's Articles of Incorporation, the management of the affairs of the Foundation is vested in its Board of Trustees (previously defined as the "Board"). Pursuant to the Foundation's By-laws, the Board consists of between 18 and 21 elected members (the exact number being set from time to time by the Board), who are elected by the Board at its annual meeting and each of whom is subject to confirmation by the Conferences. The elected members of the Board serve terms of three years each, with the timing of such terms staggered so that approximately one- third of the elected members of the Board are elected in each calendar year.

Elected members of the Board may serve two consecutive three-year terms, but are then ineligible for re-election for at least one year. In any given year, at least two members elected must reside within the territory of the South Georgia Conference, and at least two members elected must reside within the territory of the North Georgia Conference. There are currently twenty-one elected members of the Board. In addition to its elected members, the Board has seven ex officio members: the Bishop of the North Georgia Conference, the Treasurer and Director of Administrative Services of the North Georgia Conference, the Bishop of the South Georgia Conference, the Director of Administrative Services of the South Georgia Conference, the President, Chief Financial Officer/Treasurer, and the Vice President of Development of the Foundation. Each ex officio member serves as a non-voting member of the Board for so long as he or she holds such respective office.

The current members of the Foundation's Board are as follows:

- *Charles L. Bachman, Jr. (Trustee)* is a resident of Marietta, Georgia. Mr. Bachman is a member of the law firm of Gregory, Doyle, Calhoun and Rogers, LLC. Mr. Bachman has been a Trustee since 2014. His term as Trustee expires in 2020.

- *Charles W. Buffington (Trustee)* is a resident of Roswell, Georgia. Mr. Buffington is the founder and CEO of Stewardship Consulting Practice and C. W. Buffington and Associates. Mr. Buffington has been a Trustee since 2014. His term as a trustee expires in 2020.

- *Gary T. Fuller (Trustee)* is a resident of Dunwoody, Georgia. Mr. Fuller is a retired President and CEO of Woolworth Overseas Corporation. Mr. Fuller has been a Trustee since 2016. His term as Trustee expires in 2020.

- *P. Shane Green (Trustee)* is a resident of Columbus, Georgia. Rev. Dr. Green has been senior pastor at St. Paul UMC in Columbus since 2012. Prior to that appointment, he was the District Superintendent of the Columbus District. Rev. Green has been a Trustee since 2014. His term as Trustee expires in 2020.

- *Wanda Y. Rodwell (Trustee)* is a resident of Stone Mountain, Georgia. Ms. Rodwell has been the Director of Communications for the Coca-Cola Co. since 2005. Ms. Rodwell has been a Trustee since 2013. Her term as a Trustee expires in 2020.

- *Calvin R. Stamps (Trustee)* is a resident of Atlanta, Georgia. Mr. Stamps is the founder and managing partner of Brentwood Capital Partners, LLC. Mr. Stamps has been a

Trustee since 2015. His term as Trustee expires in 2020.

- *Charles L. Battle (Trustee)* is a resident of Peachtree Corners, Georgia. Mr. Battle is a retired executive of Wachovia Bank. He currently works part time with Re-Christ Ministries, an organization that provides Sunday school lessons and tutoring to Latinos in the first through third grades. Mr. Battle has been a Trustee since 2016. His term as Trustee expires in 2019.

- *William T. Daniel, Jr. (Trustee)* is a resident of Savannah, Georgia. Mr. Daniel is Vice President & General Counsel of the Vaden Automotive Group, an organization of nine new vehicle dealerships and related business in Coastal Georgia and South Carolina. Mr. Daniel was a Trustee from 2012 until 2015. He returned to the board in 2016. His term as Trustee expires in 2019.

- *Glenn L. Ethridge (Trustee)* is a resident of Atlanta, Georgia. Dr. Ethridge is the Senior Pastor of Oak Grove UMC. Dr. Ethridge has been a Trustee since 2016. His term as Trustee expires in 2019.

- *F. Waverly Golson, Jr. (Trustee)* is a resident of Macon, Georgia. Mr. Golson is a retired Senior Vice President with Sun Trust Bank. Mr. Golson has been a Trustee since 2016. His term as Trustee expires in 2019.

- *Bernice W. Kirkland (Trustee)* is a resident of Mableton, Georgia. Dr. Kirkland is an ordained elder in the North Georgia Conference of the United Methodist Church. Dr. Kirkland is currently serving as the District Superintendent of the Atlanta College Park District of the North Georgia Conference UMC. Dr. Kirkland has been a Trustee since 2016. Her term as Trustee expires in 2019.

- *Richard R. Shinhoster (Trustee)* is a resident of Savannah, Georgia. Mr. Shinhoster is a retired Executive Vice President of Academic Affairs of Savannah Technical College. Mr. Shinhoster has been a Trustee since 2016. His term as Trustee expires in 2019.

- *Belinda J. White (Trustee)* is a resident of Atlanta, Georgia. Dr. White is Associate Professor and Management Program Director in the Department of Business Administration at Morehouse College, Atlanta, Georgia. Dr. White has been a Trustee since 2016. Her term as Trustee expires in 2019.

- *C. Bert Bennett (Trustee)* is a resident of Albany, Georgia. Mr. Bennett is a CPA and partner in the firm of Draffin and Tucker, LLP. Mr. Bennett has been a Trustee since 2015. His term as Trustee expires in 2018.

- *A. Parrish Clark, Jr. (Trustee)* is a resident of Valdosta, Georgia. Mr. Clark has been the Executive Vice President of Guardian Bank of Valdosta, Georgia since 1997. Mr. Clark has been a Trustee since 2012. His term as Trustee expires in 2018.

- *William R. Coffeen (Trustee)* is a resident of Kennesaw, Georgia. Mr. Coffeen has been the owner of Park Square Financial Group, LLC since 2006. Mr. Coffeen has been a Trustee since 2013. His term as Trustee expires in 2018.

- *David A. Duke (Trustee)* is a resident of Atlanta, Georgia. Mr. Duke is a CPA and partner with the firm of Brady Ware & Company. Mr. Duke has been a Trustee since 2015. His term as Trustee expires in 2018.

- *Wesley A. French (Trustee)* is a resident of Atlanta, Georgia. Mr. French is a founding partner of French, Wolf & Farr Investment Advisors. Mr. French has been a Trustee since 2015. His term as Trustee expires in 2018.

- *Lee D. Highsmith (Trustee)* is a resident of Gainesville, Georgia. Mrs. Highsmith is the Executive Director of Junior Achievement of North Georgia in Gainesville, Georgia. Mrs. Highsmith has been a Trustee since 2015. Her term as Trustee expires in 2018.

- *Kathy McCollum (Trustee)* Ms. McCollum is a resident of Macon, Georgia. Ms. McCollum has been the President and CEO of Wesley Glen Ministries since August 2015. She has been a Trustee since 2017. Her term as Trustee expires in 2020.

- *Kathryn Dennis (Trustee)* is a resident of Macon, Georgia. Ms. Dennis has been President of the Community Foundation of Central Georgia since June 2002. She has been a Trustee since 2017. Her term as Trustee expires in 2020.

- *Derek McAleer (ex officio Trustee)* has served as the Director of Administrative Services of the South Georgia Conference since January 2015, prior to which he served as Vice President for Church Relations for the Methodist Home in Macon, Georgia.

- *Keith M. Cox (ex officio Trustee)* is the Treasurer and Director of Administrative Services of the North Georgia Conference. Mr. Cox has held that position since 2001, prior to which he was the President and Chief Executive Officer of Peachford Hospital, Atlanta, Georgia.

- *Keith E. Lawder (ex officio Trustee and President of the Foundation)* is a resident of Peachtree Corners, Georgia. Rev. Lawder has served as a pastor of three United Methodist Churches in North Georgia. Prior to his appointment as a Pastor, Rev. Lawder worked for Wachovia Corporation for 31 years, retiring as Senior Risk Officer for Georgia. He has been a Trustee of the Foundation since 2011 and was named President and CEO of the Foundation in 2016.

- *Stephen A. Waldorf (ex officio Trustee and Vice President of Development of the Foundation)* is a resident of Macon, Georgia. Rev. Waldorf served as Senior Pastor of Riverside UMC in Macon through June 2015. Rev. Waldorf joined the Foundation as Vice President in 2015.

- *Russell H. Jones, MBA (ex officio Trustee and Vice President/CFO, Treasurer of the Foundation)* is a resident of Roswell, Georgia. He has been Treasurer of the Foundation since 1999. Prior to that he served as the Assistant Treasurer of the North Georgia Conference of the UMC for seven years.

- *Lawson Bryan (ex officio Trustee)* is a resident of Macon, Georgia and was assigned as the Bishop of the South Georgia Conference effective September 1, 2016.

- *Sue Haupert-Johnson (ex officio Trustee)* is a resident of Atlanta, Georgia and was assigned as the Bishop of the North Georgia Conference effective September 1, 2016.

The Board may take action at any duly-convened meeting at which a quorum is present. Under the terms of the Foundation's By-laws, a quorum consists of one-third of the total number of trustees then in office. The vote of a majority of the trustees present at a meeting at which a quorum is present shall be effective as the action of the Board unless otherwise provided in the

Foundation's Articles of Incorporation or By-laws. The full Board has scheduled meetings approximately two times per year. The members of the Board receive no compensation for their service as members of the Board.

The By-Laws require the Board to appoint an Executive Committee, which is empowered to exercise all authority of the Board between meetings of that the Board other than the power to appoint members of the Board, the power to merge or dissolve the Foundation or to sell substantially all its assets, or the power to amend the Foundation’s Articles of Incorporation or By-laws. The Executive Committee must consist of the Foundation’s Chairperson, Past Chairperson, Vice Chairperson, President, Senior Vice President, Secretary and Treasurer, and may include up to four other members of the Board (at least one of whom must reside within the boundaries of the South Georgia Conference). The current Members of the Foundation’s Executive Committee are: William T. Daniel (Chairperson), Zoe M. Hicks (Past Chairperson), David A. Duke (Vice Chairperson), Keith E. Lawder (President), Stephen Waldorf (Vice President), Russell H. Jones (Vice President/CFO), C. Bert Bennett, Charles Buffington, Charles L. Bachman, Jr., Charles L. Battle and Calvin R. Stamps.

The By-laws also provide that the Board may establish the following additional committees, the membership of which shall be determined by the Chairman of the Board: Loan Committee, Investment Committee, Personnel Committee, Nominations Committee and Finance – Audit Committee.

The Loan Committee has been established by the Board and has been given the authority to supervise administration of the Loan Program, including establishment of loan policies and procedures for the Loan Program and oversight of the administration of such policies and procedures. Under the policies of the Loan Program, any loan made through the Loan Program which is in excess of $150,000 must be reviewed and approved by the Loan committee. The members of the Loan committee are: Charles L. Battle (Chairperson), W. Kent Canipe, Russell H. Jones, Keith E. Lawder, Rick Lanford, K. Edward Tomlinson, Thomas Martin, and Stephen Waldorf.

Biographical information concerning Mr. Battle, Mr. Duke, Rev. Waldorf, Rev. Lawder and Mr. Jones can be found above. Biographical information concerning Mr. Canipe can be found below, under the sub-caption “Officers.” Rev. Rick Lanford is currently the North Central District Superintendent of the South Georgia Conference, having held that position for the past year, and prior to that appointment, he served as the President of the Foundation of the Methodist Home of the South Georgia Conference, Inc. Rev. K. Edward Tomlinson was, until his retirement from that position in 2013, a North Georgia Conference District Superintendent and Assistant to the Bishop of the North Georgia Conference; he currently serves Lanier United Methodist Church, Cumming, Georgia, as a retired Supply Minister. Rev. Thomas Martin III was, until June 2014, a District Superintendent in the South Georgia Conference, having served in the South Georgia Conference since 1984; he currently serves Haddock/Sunshine United Methodist Church, Macon, Georgia, as a retired Supply Minister. Rev. Lanford, Rev. Tomlinson and Rev. Martin have been included in the Directors Loan Committee because of their extensive experience and familiarity at the operational level with their respective Conferences and with the individual congregations of those respective Conferences.

Officers

In accordance with the By-laws, the Foundation has a Chairperson, a Vice Chairperson, a President, a Vice President of Development, a Secretary and a Treasurer, each of which is elected by, reports to and serves at the discretion of the Board. Of these, only the President, Vice President of Development and the Treasurer are full-time employees of the Foundation. The President is the Chief Executive Officer of the Foundation, having charge of the day-to-day management and administration of the affairs of the Foundation. The Treasurer is the Chief Financial Officer of the Foundation.

The current officers of the Foundation are:

NAME	OFFICE
William T. Daniel	Chairperson
David A. Duke	Vice Chairperson
Keith E. Lawder	President
Stephen Waldorf	Vice President of Development
Russell H. Jones	Vice President/Treasurer
Charles W. Buffington	Secretary

Biographical information concerning Mr. Daniel, Mr. Duke, Rev. Lawder, Rev. Waldorf, Mr. Jones and Mr. Buffington is provided above under the sub-caption “Board of Trustees.”

The responsibility for management and administration of the day-to-day operations of the Foundation’s Loan Program has been delegated by the Board of Trustees to the Foundation’s Director of Lending Programs, W. Kent Canipe. Mr. Canipe has more that thirty-five years’ experience in the field of retail and commercial banking and finance in Atlanta, having been employed for thirty-two years by Trust Company Bank (now SunTrust Bank). Mr. Canipe’s career encompassed factoring and commercial finance asset-based lending (accounts receivable and inventory), credit department management and commercial banking, personal and corporate credit administration working with units that originated and managed church loan portfolios. Mr. Canipe, age 68, is a graduate of Duke University. He was hired as the Foundation’s Director of Lending Programs in September 2014.

Day-to-day responsibility for management and administration of the issuance and payment of the Certificates has been delegated to the Foundation’s accounting department, led by the Foundation’s Treasurer, Russell H. Jones.

Certain loan review functions and certain loan approvals under the Foundation’s Loan Program are assigned by the Foundation’s loan policies to the Officers Loan Committee. See “THE LOAN PROGRAM – Loan Policies.” The Officers Loan Committee consists of management employees appointed by the Board, and serves at the discretion of the Board. The current members of the Officers Loan Committee are Keith E. Lawder, W. Kent Canipe and Russell H. Jones.

The aggregate direct and indirect remuneration, including without limitation, salaries, health and other insurance benefits, and pension or retirement plans, paid during the Foundation’s last completed fiscal year by the Foundation and affiliates of the Foundation to the executive officers and directors of the Foundation are set forth below:

Name	Year Ended December 31, 2016
Executive Officer (if $\geq$ \$150,000) 1. Keith E. Lawder – President 2. Russell Jones – Vice President/Treasurer	 \$165,128 \$162,051
Aggregate Direct and Indirect Remuneration for the Executive Officers and Directors of the Foundation (three persons)	\$464,759

Other than for the above salaries paid to the directors who are officers of the Foundation and Certificate obligations that have been purchased by officers and directors of the Foundation, there have been no material transactions, nor any proposed, between the Foundation and any director or officer. No officer has any employment contract with the Foundation.

No officer or director of the Foundation has, during the past ten years, been convicted of any criminal matter (other than for traffic violations and other minor misdemeanors) or has been the subject of any order, judgment, or decree of any court enjoining such person from any activities associated with the offer or sale of securities or limiting the right of the person to engage in any activity in connection with the purchase or sale of any security or to be associated with persons engaged in that activity.

The address for each trustee, ex-officio trustee and officer listed above is PO Box 922087, Peachtree Corners, Georgia 30010.

LITIGATION

As of the date of this Offering Memorandum, there were no suits, actions or other legal proceedings or claims pending against the Foundation or its officers or directors.

AUDITORS

The audited financial statements of the Foundation as of and for the years ended December 31, 2015, 2014 and 2013 are included in **Appendix A** to this Offering Memorandum, along with the audit report thereon of Brooks, McGinnis & Company, LLC, Certified Public Accountants.

ADDITIONAL INFORMATION

The Foundation will provide current audited financial statements to Certificate holders for previously completed fiscal years upon request. The Foundation will provide audited financial statements for its most recently completed fiscal year within 180 days of the end of the fiscal year, upon request. The Foundation will automatically send a copy of audited year-end financial statements to each of its Certificate holders to the email address provided on such Certificate holder's "Application To Purchase a Certificate," or, if such email address has not been provided, then to such Certificate holder's physical mailing address.

Persons interested in purchasing Certificates or who are holders of Certificates can obtain additional information about the offer, the Loan Program or the Foundation by contacting the Foundation in the following manner:

Georgia United Methodist Foundation PO BOX 922087
Peachtree Corners, GA 30010

Telephone: 770-449-6726
Facsimile: 770-449-6680 E-mail: info@gumf.org

Appendix A

FINANCIAL STATEMENTS

GEORGIA UNITED
METHODIST FOUNDATION, INC.

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2016, 2015 AND 2014

GEORGIA UNITED METHODIST FOUNDATION, INC.

TABLE OF CONTENTS

BROOKS, McGINNIS
& COMPANY, LLC
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of
Georgia United Methodist Foundation, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of Georgia United Methodist Foundation, Inc. (the "Foundation"), which comprise the statements of financial position as of December 31, 2016, 2015 and 2014, and the related statements of activities, expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Georgia United Methodist Foundation, Inc., as of December 31, 2016, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Brooks, McGinnis & Company, LLC

Atlanta, Georgia
May 15, 2017

Two Premier Plaza • 5607 Glenridge Drive • Suite 650 • Atlanta, Georgia • 30342
T 404-531-4940 • F 404-531-4950 • www.brooksmcginnis.com

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Assets:			
Cash and cash equivalents	$ 2,637,791	$ 3,688,998	$ 6,855,478
Certificates of deposit	4,164,963	4,077,078	4,124,731
Account and interest receivables	46,676	42,309	36,272
Investments - Foundation	9,197,322	8,580,532	9,122,627
Investments - held for others	93,364,599	88,977,466	82,582,854
Less unsecured promissory notes payable issued by the Foundation included in investments	(5,602,813)	(5,042,957)	(5,505,036)
Loans receivable, net	28,363,142	24,757,146	25,772,381
Prepaid expenses and other assets	31,507	11,224	10,870
Cash surrender value of life insurance	145,901	150,136	154,798
Property and equipment, net	9,895	14,513	5,118
Total assets	$ 132,358,983	$ 125,256,445	$ 123,160,093

(Continued on next page.)
The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION – CONTINUED
DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Liabilities:			
Accounts payable - trade	$ 3,139	$ 9,328	$ 4,796
Accrued expenses and other liabilities	61,992	67,915	100,942
Managed assets held for others	75,813,679	72,129,202	64,734,071
Endowment funds held for others	15,393,299	14,705,593	15,532,332
Charitable remainder trust and gift annuity benefits payable	858,735	923,700	1,001,390
Charitable remainder trust and gift annuity deferred benefits payable	976,519	954,422	989,381
Unsecured promissory notes payable	35,659,891	32,959,580	37,067,055
Less unsecured promissory notes issued by the Foundation and included in investments	(5,602,813)	(5,042,957)	(5,505,036)
Total liabilities	123,164,441	116,706,783	113,924,931
Commitments and contingencies			
Net assets:			
Unrestricted	7,170,448	6,774,455	7,249,838
Temporarily restricted	1,890,931	1,642,044	1,852,161
Permanently restricted	133,163	133,163	133,163
Total net assets	9,194,542	8,549,662	9,235,162
Total liabilities and net assets	$ 132,358,983	$ 125,256,445	$ 123,160,093

The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Changes in unrestricted net assets:			
Revenues, gains and support:			
Contributions	$ 243,625	$ 34,300	$ 49,744
Asset management fees	374,111	388,449	368,806
Consulting fees	-	18,462	65,745
Interest income from loan program	1,274,058	1,169,195	1,295,501
Investment return (loss)	536,997	(67,711)	413,568
Other	13,953	5,433	1,923
Total unrestricted revenues and gains	2,442,744	1,548,128	2,195,287
Net assets released from restrictions	135,736	174,209	914,529
Total unrestricted revenues, gains and support	2,578,480	1,722,337	3,109,816
Expenses:			
Program services	2,008,363	2,053,259	2,602,710
General and administrative	174,124	144,461	323,617
Total expenses	2,182,487	2,197,720	2,926,327
Increase (decrease) in unrestricted net assets	395,993	(475,383)	183,489

(Continued on next page.)
The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENTS OF ACTIVITIES – CONTINUED
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Changes in temporarily restricted net assets:			
Contributions	218,218	33,505	802,088
Investment return (loss)	108,587	(8,282)	74,649
Change in value of split interest agreements	57,818	(61,131)	(77,796)
Net assets released from restrictions	(135,736)	(174,209)	(914,529)
Increase (decrease) in temporarily restricted net assets	248,887	(210,117)	(115,588)
Increase (decrease) in net assets	644,880	(685,500)	67,901
Net assets at beginning of year	8,549,662	9,235,162	9,167,261
Net assets at end of year	$ 9,194,542	$ 8,549,662	$ 9,235,162

The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENTS OF EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Salaries and wages	$ 815,180	$ 781,708	$ 748,965
Payroll taxes and benefits	203,076	172,456	167,578
Total wages and benefits	1,018,256	954,164	916,543
Insurance	27,548	19,164	56,019
Interest expense	677,589	676,382	730,209
Office expenses	27,827	25,161	23,639
Rent	56,685	56,685	55,487
Repairs and maintenance	5,271	2,011	515
Professional fees	98,038	85,251	85,160
Telephone	6,391	6,478	6,251
Computers and data processing	19,865	20,601	15,561
Depreciation	6,773	5,815	5,941
Dues and subscriptions	2,054	2,022	2,131
Fees	2,394	2,750	2,550
Travel and meetings	34,190	35,799	35,565
Grants to beneficiaries	148,687	194,708	932,819
Loan loss provision	18,000	74,180	28,000
Marketing and publicity	29,470	33,900	23,696
Other expenses	3,449	2,649	6,241
	$ 2,182,487	$ 2,197,720	$ 2,926,327

The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENT S OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Cash flows from operating activities:			
Increase (decrease) in net assets	$ 644,880	$ (685,500)	$ 67,901
Adjustments to reconcile increase (decrease) in net assets to net cash used in operating activities:			
Depreciation	6,773	5,815	5,941
Provision for loan losses	18,000	74,180	28,000
Change in value of split interest agreements	(57,818)	61,131	77,796
Realized and unrealized (gain) loss on investments	(549,143)	143,737	(427,578)
Endowed funds appropriated for expenditure	323,304	320,931	570,302
Changes in assets and liabilities:			
(Increase) decrease in:			
Receivables	(4,367)	(6,037)	4,262
Prepaid expenses and other assets	(20,283)	(354)	(791)
Cash surrender value of life insurance	4,235	4,662	(154,798)
Increase (decrease) in:			
Accounts payable	(6,189)	4,532	(107,437)
Accrued expenses	(5,923)	(33,027)	(59,778)
Total adjustments	(291,411)	575,570	(64,081)
Net cash provided by (used in) operating activities	353,469	(109,930)	3,820

(Continued on next page.)
The accompanying notes are an integral part of these financial statements.

GEORGIA UNITED METHODIST FOUNDATION, INC.
STATEMENT S OF CASH FLOWS – CONTINUED
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	2016	2015	2014
Cash flows from investing activities:			
Purchase of property and equipment	(2,155)	(15,210)	(2,404)
Purchase of investments	(582,479)	(188,114)	(1,027,183)
Proceeds from the sale of investments	514,832	586,472	1,681,270
Endowed funds appropriated for expenditure	(323,304)	(320,931)	(570,302)
Sale (purchase) of certificates of deposit	(87,885)	47,653	(3,048,387)
New mortgage loans made to churches	(6,041,709)	(7,336,347)	(3,979,591)
Repayments made on principal	3,268,429	7,973,623	2,460,902
Net cash provided by (used in) investing activities	(3,254,271)	747,146	(4,485,695)
Cash flows from financing activities:			
Proceeds from unsecured promissory notes payable	9,338,514	5,373,891	9,449,513
Repayment of unsecured promissory notes payable	(6,638,203)	(9,481,366)	(3,817,258)
Loan participations, net	(850,716)	303,779	452,535
Net cash provided by (used in) financing activities	1,849,595	(3,803,696)	6,084,790
Net increase (decrease) in cash and cash equivalents	(1,051,207)	(3,166,480)	1,602,915
Cash and cash equivalents at beginning of year	3,688,998	6,855,478	5,252,563
Cash and cash equivalents at end of year	$ 2,637,791	$ 3,688,998	$ 6,855,478
Supplemental disclosure of cash flow information:			
Interest paid on development program certificates	$ 649,772	$ 647,673	$ 724,027

The accompanying notes are an integral part of these financial statements.

1. Nature of Organization and Significant Accounting Policies

Nature of Operations

The Georgia United Methodist Foundation, Inc. (the "Foundation") is a religious, not-for-profit corporation providing services for affiliates of the United Methodist Church, including the Annual Conferences of the United Methodist Church (the Annual Conferences) and local churches, other institutions, agencies, boards, and individuals associated with the Methodist Church. The Foundation assists churches in the establishment of planned-giving programs, accepts and administers funds as both donee and manager for gifts and endowments, and provides loans and stewardship services to local churches and other institutions. All of these services are interrelated and are provided using common resources. Therefore, these services are treated as a single program on the statements of activities.

Basis of Accounting and Presentation

The Foundation prepares its financial statements in accordance with accounting principles generally accepted in the United States ("GAAP"). This basis of accounting involves the application of accrual accounting; consequently, revenues and gains are recognized when earned, and expenses and losses are recognized when incurred.

To recognize limitations and restrictions placed on the use of resources available to the Foundation, resources are classified for accounting and financial reporting purposes into three categories established according to their nature and purposes. The net assets of the Foundation are reported in three categories as follows:

- Unrestricted net assets are resources that are neither permanently nor temporarily restricted by donor-imposed stipulations.
- Temporarily restricted net assets are resources whose use by the Foundation is limited by donor-imposed restrictions that either expire by the passage of time or can be fulfilled by actions of the Foundation.
- Permanently restricted net assets are those whose use by the Foundation is limited by donor-imposed stipulations requiring that the corpus be maintained in perpetuity.

1. Nature of Organization and Significant Accounting Policies – Continued

Revenue Recognition

Contributions (including unconditional promises to give, i.e. pledges or private grants) are recognized as revenue in the year they are received or pledged, with allowances provided for pledges estimated to be uncollectible. Unconditional pledges or private grants that are expected to be collected within one year are recorded at net realizable value. Unconditional pledges or private grants that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts (if any) is included in contributions in the accompanying statements of activities and changes in net assets. Conditional pledges or private grants are not included as support until the conditions are substantially met.

The Foundation recognizes contributions as restricted support if they are received with donor imposed restrictions that limit the use of the donated assets. When a donor-imposed restriction is met or the passage of time expires, temporarily restricted net assets are reclassified to unrestricted net assets and presented in the accompanying statements of activities and changes in net assets as net assets released from restrictions.

Donated land, buildings, and equipment are recognized as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used, as well as gifts of cash or other assets that must be used to acquire long-lived assets, are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Foundation reports expirations of donor restrictions when the donated or acquired long-lived assets are placed into service.

Donated Services

The Foundation records contributed services if the services received create or enhance long-lived assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

A number of unpaid volunteers, including those serving in the capacity of Board members, have made significant contributions of their time in the furtherance of the Foundation's programs. The value of this contributed time is not reflected in these financial statements since it does not meet the above recognition criteria.

Donated Assets

Donated real estate and marketable securities acquired by gift are recorded at fair market value on the date of the donation.

1. Nature of Organization and Significant Accounting Policies – Continued

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Foundation considers all cash investments and highly liquid investments to be cash equivalents except money market funds included in the investment portfolio, which are included in investments.

Liquidity Reserve

The Foundation maintains a Liquidity Reserve of liquid or near liquid assets to ensure that it can meet its obligations in relation to the Private Placement Deposit Certificates outstanding. The Foundation intends to maintain sufficient liquidity to meet normal interest payments as they accrue and to repay principal amounts on outstanding certificates as they are presently projected to mature. The reserve amount shall not be less than ten percent (10%) of the first $1,000,000 in certificates outstanding, and five percent (5%) of any certificate amounts outstanding in excess of $1,000,000. The reserve amount is calculated each month and the level of the reserve is adjusted the following month, as appropriate.

Investments

The Foundation records investments, including managed funds held for others, at fair value based on quoted market prices or other valuation methods. Gains or losses from investments are reflected in the statements of activities.

Loans and Interest Receivable

The Foundation extends loans to United Methodist Churches in the North and South Georgia Annual Conferences and related entities. Term loans are for periods of five years to twenty years, with an interest rate reset every five years. Construction loans are generally for periods of up to one year, with fixed interest rates. The loans receivable are generally secured by property, plant, and equipment of the borrower and bear interest at various rates.

Loans are stated at the amount of unpaid principal less a valuation allowance for possible loan losses. Interest income on loans, except those classified as nonaccrual, is based upon the outstanding principal amounts using the effective yield method.

Nonaccrual Loans

The accrual of interest on impaired loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. When interest accrual is discontinued, all unpaid interest is reversed against interest income. Interest income is subsequently recognized only to the extent cash payments are received.

1. Nature of Organization and Significant Accounting Policies – Continued

Nonaccrual Loans – Continued

A nonaccrual loan may be returned to an accruing status when (a) all delinquent interest and principal become current under the terms of the loan agreement or (b) the loan is both well-secured and in the process of collection and collectability is no longer doubtful.

Impaired Loans

Loans are considered to be impaired when, in management's judgment and based on current information, full collection of principal and interest becomes doubtful. A loan is also considered impaired if its terms are modified in a troubled debt restructuring. Impaired loans are placed in nonperforming status, and future payments are applied to principal until such time as collection of the obligation is no longer doubtful.

When the Foundation identifies a loan as impaired, the impairment is measured based on the present value of future cash flows, discounted at the loan's effective interest rate, except when the sole (remaining) source of repayment for the loan is the liquidation of collateral. In these cases, the current fair value of the collateral is used, less selling cost when foreclosure is probable.

In the event that the net realizable liquidation value of the collateral is less than the principal balance of the underlying mortgage loan, the anticipated deficiency balance is charged off.

To return to performing status, loans must be fully current, and continued timely payments must be a reasonable expectation. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Allowance for Loan Losses

The allowance for loan losses is based on management's ongoing evaluation of the loan portfolio and reflects an amount that, in management's opinion, is adequate to absorb probable incurred losses in the loan portfolio. In evaluating the portfolio, management takes into consideration numerous factors, including current economic conditions, prior loan loss experience, the composition of the loan portfolio, and management's estimate of credit losses.

Loans are charged against the allowance at such time they are determined to be losses. Subsequent recoveries are credited to the allowance.

1. Nature of Organization and Significant Accounting Policies – Continued

Allowance for Loan Losses – Continued

The allowance is composed of general allocations and specific allocations. General allocations are determined by applying loss percentages to the portfolio that are based on historical loss experience and management's evaluation of the risk of the Foundation's loan portfolio. Additionally, general economic trends are included in this evaluation. The need for specific allocations may be required when, based on management's evaluation, the Foundation's risk exposure has increased given the current payment status and value of the underlying collateral of a specific loan. Loans for which specific allocations are provided have been excluded from the calculation of the general allocations.

Management considers the year-end allowance appropriate and adequate to cover probable incurred losses in the loan portfolio: however, management's judgment is based on a number of assumptions about current events, which are believed to be reasonable, but which may or may not prove to be valid. Thus, there can be no assurance that loan losses in future periods will not exceed the allowance for loan losses or that additional increases in the allowance for loan losses will not be required.

Other Real Estate Owned

Other real estate includes real estate acquired through foreclosure. Other real estate is carried at the lower of its recorded amount at the date of foreclosure or estimated fair value less costs to sell based on independent appraisals. Any excess of the carrying value of the related loan over the fair value of the real estate at the date of foreclosure is charged against the allowance for loan losses. Fair value is principally based on independent appraisals performed by local credentialed appraisers. Any expense incurred in connection with holding such real estate or resulting from any write downs subsequent to foreclosure is included in expense. When the other real estate property is sold, a gain or loss is recognized on the sale for the difference between the sales proceeds and the carrying amount of the property.

Property and Equipment

The Foundation capitalizes expenditures for property and equipment in excess of $500. Purchased property and equipment are carried at cost. Donated property and equipment are carried at the approximate fair value at the date of donation. Depreciation is provided on the straight-line basis over the estimated useful lives of the assets. These lives are estimated at three to five years for computers, equipment and software, and five to seven years for furniture and fixtures. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss resulting from the disposition is reported in the statements of activities.

1. Nature of Organization and Significant Accounting Policies – Continued

Managed Assets Held for Others

The Foundation holds and manages investments, which belong to the Annual Conferences and United Methodist churches, institutions, and agencies. These investments have been reported as a liability for amounts held for others rather than being recognized as revenue to the Foundation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that reflect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Functional Allocation of Expenses

The costs of providing the various programs and other activities are summarized on a functional basis. Accordingly, as presented in the statements of activities, certain costs have been allocated among the programs and supporting services benefited.

Income Tax Status

The Foundation is a not-for-profit organization exempt from income taxes under the provisions of Internal Revenue Code Section 501(c)(3). Accordingly, no provisions for federal and state income taxes have been recorded in the accompanying financial statements. The Foundation believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements.

Subsequent Events

Management has reviewed, through May 15, 2017 (the date which these financial statements were available to be issued), events occurring subsequent to December 31, 2016 in order to evaluate their impact on these financial statements. In accordance with GAAP, there are two types of subsequent events:

Recognized subsequent events – These are events or transactions that provide evidence about conditions that existed at the date of the statements of financial position, including estimates inherent in the process of preparing financial statements. All such evidence known to management through the date that these financial statements were available to be issued has been factored into the preparation of these financial statements.

Non-recognized subsequent events – These are events or transactions that did not exist at the date of the balance sheet but arose subsequent to that date, and thus are not recognized in the balance presented in these financial statements. These events may be disclosed, however, in order to inform the users of the financial statements.

1. Nature of Organization and Significant Accounting Policies – Continued

Endowment Funds Held for Others

The Foundation receives, manages and administers a collection of funds which belong to the Annual Conferences and United Methodist churches, institutions, agencies and individuals. These accounts have different restrictions based on the donors' intent when the funds were transferred to the Foundation. The requirements primarily center on annual and quarterly distributions to a charitable entity, such as a cemetery, church, scholarship fund, etc. The corresponding liability for these investments is reported as "Endowment Funds Held for Others" on the statements of financial position.

Charitable Remainder Trust and Gift Annuity Benefits and Deferred Benefits Payable

The Foundation receives gift annuities for its benefit and for the benefit of third parties which stipulate that periodic payments be made from the gifts to designated parties for the lives of those parties. The Foundation uses the rates published by the American Council of Gift Annuities to compute and establish the periodic payments that will be paid over the life of the annuity and classifies this amount as annuities payable, which is included in the "Charitable Remainder Trust and Gift Annuities Payable" section of the statements of financial position. The Foundation uses the Social Security Administration's life-expectancy tables to compute the estimates of present value. The estimated remaining amount of the gift that will be paid to a third party charity upon the death of the annuitant is included in "Charitable Remainder Trust and Gift Annuities Deferred Benefits Payable." If a portion of the gift annuity is to be left to the Foundation, the excess of the annuity gift over the present value of the estimated liability is recorded as a contribution. Any change in the present value of the annuity payable is charged or credited to income annually.

The Foundation also receives contributions which are various types of split interest agreements. These accounts are treated in the same manner as the gift annuities except that the amount of the periodic payment to the beneficiary is recomputed annually. At the end of the trust term, or upon the death of the beneficiary, any remaining balance is paid to the designated charitable beneficiary or to the Foundation if the Foundation is the beneficiary.

Fair Value Measurement

The Foundation utilizes fair value measurement to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Investment securities are recorded at fair value on a recurring basis. From time to time, the Foundation may be required to record at fair value other assets on a non-recurring basis, such as loans and certain other assets. The nonrecurring fair value adjustment typically involves the application of write-downs of individual assets.

1. Nature of Organization and Significant Accounting Policies – Continued

Fair Value Measurement – Continued

Fair Value Hierarchy

The Foundation groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of assumptions used to determine fair value. These levels are:

Level 1 – Inputs that utilize quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access.

Level 2 – Inputs to the valuation methodology that are derived principally from or corroborated by observable market data:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the assets or liabilities;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs that are unobservable and significant to the overall fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of the observable inputs and minimize the use of unobservable inputs.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value:

Cash and Cash Equivalents

Short term financial assets include cash, interest-bearing deposits, and cash equivalents. These assets are carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination and its expected realization.

Investments

Investment balances reported as Level 1 are derived from quoted market prices on public exchanges. The Foundation also holds certain investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent) as a practical expedient and have not been categorized in the fair value hierarchy.

1. Nature of Organization and Significant Accounting Policies – Continued

Fair Value Measurement – Continued

Loans

The Foundation does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. The fair value of impaired loans is estimated using one of several methods including collateral value and discounted cash flows. When the impaired loan is valued using the underlying collateral, the Foundation records the impaired loan as Level 2. When an appraised value is not available and other methods are used to determine the loan's fair value, the Foundation records the loan as Level 3.

Fair Value

Assets and liabilities measured at fair value on a recurring basis include investments securities, the values of which are disclosed in Note 3.

Deposit Liabilities

For disclosure purposes, the fair value of fixed maturity private placement deposit certificates is estimated by discounting the future cash flows using the rates currently offered for certificates of deposit with similar remaining maturities. The fair value of the fixed maturity private placement deposit certificates was $35,659,891 , $32,959,580 and $37,067,055 at December 31, 2016, 2015 and 2014, respectively.

Endowment Funds

As described in Note 13, the purpose of the Foundation's Endowment Funds is to generate investment return that can be used to support the Foundation's operating activities. Accordingly, the Foundation liquidates for distribution a portion of the Endowment Funds based on the Foundation's spending policy. This appropriation to support operating activities is shown in the Statement of Cash Flows as a decrease in investing cash and an increase in operating cash.

New Accounting Policy

In May 2015, the Financial Accounting Standards Board (FASB) issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Assets Value per Share (or Its Equivalent)*, which exempts investments measured using the net asset value (NAV) practical expedient in ASC 920, *Fair Value Measurement,* from categorization within the fair value hierarchy. The guidance requires retrospective application and is effective for entities for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted. The Foundation elected to early adopt the provisions of this new standard. Accordingly, the amendment was retrospectively applied.

2. Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

	2016	2015	2014
Unrestricted cash	$ 1,874,731	$ 2,961,624	$ 6,012,165
Board designated liquidity reserve	763,060	727,374	843,313
Total cash and equivalents	$ 2,637,791	$ 3,688,998	$ 6,855,478

The Board designated liquidity reserve also included Certificates of Deposit totaling $1,009,404, $988,580, and $1,101,868 at December 31, 2016, 2015 and 2014, respectively.

3. Investment Assets

The Foundation's Equity Fund is comprised of two private funds and the Foundation's Multiple Asset Fund is comprised of one private fund established by Wespath Benefits and Investments of The United Methodist Church (Wespath). All funds are managed through Wespath Investment Management, which is the investment management division of Wespath. Wespath follows a policy of socially responsible investing. This policy is mandated by the United Methodist Church for all United Methodist entities including the Foundation. The Foundation's choice of using these Funds is to ensure that the Foundation's investments comply with the investment policy set forth in The Book of Discipline of the United Methodist Church. Amounts up to $1,000,000 in private funds held by Wespath can be redeemed daily without a redemption notice period. Redemptions over $1,000,000 require a 15 day notice period.

- The Wespath Equity Fund is comprised of primarily U.S. domiciled publicly owned companies, and to a lesser extent, U.S. private equity and U.S. private real estate. The fund is valued using the underlying net asset value.

- The Wespath International Equity Fund is comprised of non-U.S. domiciled, publicly owned companies, and to a lesser extent, international privately-owned companies, private real estate and equity index futures. The fund is valued using the underlying net asset value.

- The Wespath Multiple Asset Fund is a combination of funds managed by over forty investment managers. These managers provide the fund with broad diversification of holdings in a variety of U.S. and non-U.S. securities. These include stocks, traditional bonds, inflation-linked bonds, real estate investment trusts, securities commodities, interest in private equity and private real estate partnerships, and participation interests in loans. The fund is valued using the underlying net asset value.

3. Investment Assets – Continued

The Foundation's Fixed Income Fund is comprised of a selection of corporate bonds, government and agency bonds, and exchange-traded fixed income funds and, therefore, its holdings are considered Level 1 investments. The Fixed Income Fund is managed through Merrill Lynch and Black Rock Private Investors.

Unsecured Promissory Notes Payable issued by the Foundation essentially are deposit instruments carried at cost, which approximates fair value and are considered Level 1 investments. The Foundation held money market funds and cash comprising 5%, 6%, and 5% of total investment assets at December 31, 2016, 2015 and 2014, respectively. Money market funds are carried at their cost value, which approximates fair value and are Level 1 investments.

Description	12/31/2016	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value (a)
Money market funds	$ 328,428	$ 328,428	$ -
Exchange traded fixed income mutual funds:			
International bond	21,845	21,845	-
High yield bond	149,069	149,069	-
Nontraditional bond	301,199	301,199	-
Government securities	1,195,141	1,195,141	-
Corporate bonds	1,388,610	1,388,610	-
Non-publicly traded funds			
U.S. equity	4,682,088	-	4,682,088
International equity	1,130,942	-	1,130,942
	$ 9,197,322	$ 3,384,292	$ 5,813,030

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position.

3. Investment Assets – Continued

Description	12/31/2015	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value (a)
Money market funds	$ 340,516	$ 340,516	$ -
Exchange traded fixed income mutual funds:			
International bond	21,286	21,286	-
High yield bond	276,215	276,215	-
Nontraditional bond	281,113	281,113	-
Government securities	1,326,173	1,326,173	-
Corporate bonds	898,009	898,009	-
Non-publicly traded funds:			
U.S. equity	4,362,078	-	4,362,078
International equity	1,075,142	-	1,075,142
	$ 8,580,532	$ 3,143,312	$ 5,437,220

Description	12/31/2014	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value (a)
Money market funds	$ 396,880	$ 396,880	$ -
Exchange traded fixed income mutual funds:			
High yield bond	296,886	296,886	-
Nontraditional bond	289,645	289,645	-
Government securities	1,490,175	1,490,175	-
Corporate bonds	805,694	805,694	-
Non-publicly traded funds:			
U.S. equity	4,810,361	-	4,810,361
International equity	1,032,986	-	1,032,986
	$ 9,122,627	$ 3,279,280	$ 5,843,347

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position.

3. Investment Assets – Continued

The following schedule summarizes the investment loss or return on the Foundation's investments in the statements of activities at December 31:

	2016	2015	2014
Dividend and interest income	$ 96,441	$ 67,744	$ 60,639
Realized & unrealized gain (loss) on investments	549,143	(143,737)	427,578
Total investment return-Foundation	$ 645,584	$ (75,993)	$ 488,217

Expenses related to investment revenues, including custodial fees and investment advisory fees, amounted to $52,542, $44,544 and $48,951 in 2016, 2015 and 2014, respectively, and have been netted against investment revenues in both the above schedule and in the accompanying statements of activities.

With regard to the investments that the Foundation manages and holds for the United Methodist churches, church members, affiliated institutions, and other agencies, these investments are broken down into the following investment management categories:

	2016	2015	2014
Managed funds held for others	$ 75,813,679	$ 72,129,202	$ 64,734,071
Endowment funds held for others	15,393,299	14,705,593	15,532,332
Gift annuities and charitable remainder trusts	2,157,621	2,142,671	2,316,451
Total investments held for others	$ 93,364,599	$ 88,977,466	$ 82,582,854

3. Investment Assets – Continued

These investments held for others are stated at fair value and are summarized as follows by category of type of investment:

Description	12/31/2016	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value (a)
Money market funds	$ 4,475,058	$ 4,475,058	$ -
Certificates of deposit	2,000,000	2,000,000	-
Exchange traded equity mutual funds:			
Large cap U.S. equity	220,677	220,677	-
Mid cap U.S. equity	62,369	62,369	-
Small cap U.S. equity	17,126	17,126	-
International equity	28,421	28,421	-
Exchange traded fixed income mutual funds:			
Intermediate	400,019	400,019	-
Short term	409,088	409,088	-
High yield bond	1,218,421	1,218,421	-
Nontraditional bond	2,461,860	2,461,860	-
Unsecured promissory notes issued by the Foundation	5,602,813	5,602,813	-
Government securities	9,768,530	9,768,530	-
Corporate bonds	11,528,411	11,528,411	-
Common stocks	115,114	115,114	
Non-publicly traded funds:			
U.S. equity	43,204,726	-	43,204,726
International equity	10,435,957	-	10,435,957
Multiple asset	1,234,695	-	1,234,695
Fixed income	181,314	-	181,314
	$ 93,364,599	$ 38,307,907	$ 55,056,692

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position.

3. Investment Assets – Continued

Description	12/31/2015	Quoted Market Prices in Active Markets for Identical (Level 1)	Net Asset Value (a)
Money market funds	$ 4,639,897	$ 4,639,897	$ -
Certificates of deposit	1,750,000	1,750,000	-
Exchange traded equity mutual funds:			
Large cap U.S. equity	228,495	228,495	-
Mid cap U.S. equity	54,472	54,472	-
Small cap U.S. equity	14,428	14,428	-
International equity	28,782	28,782	-
Exchange traded fixed income mutual funds:			
International	179,914	179,914	
Intermediate	366,438	366,438	-
Short term	711,781	711,781	-
High yield bond	2,334,577	2,334,577	-
Nontraditional bond	2,375,979	2,375,979	-
Unsecured promissory notes issued by the Foundation	5,042,957	5,042,957	-
Government securities	11,208,856	11,208,856	-
Corporate bonds	7,589,998	7,589,998	-
Common stocks	37,305	37,305	
Non-publicly traded funds:			
U.S. equity	41,183,684	-	41,183,684
International equity	10,150,742	-	10,150,742
Multiple asset	904,308	-	904,308
Fixed income	174,853	-	174,853
	$ 88,977,466	$ 36,563,879	$ 52,413,587

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position.

3. Investment Assets – Continued

Description	12/31/2014	Quoted Market Prices in Active Markets for Identical (Level 1)	Net Asset Value (a)
Money market funds	$ 6,636,435	$ 6,636,435	$ -
Certificates of deposit	750,000	750,000	-
Exchange traded equity mutual funds:			
Large cap U.S. equity	247,404	247,404	-
Mid cap U.S. equity	59,934	59,934	-
Small cap U.S. equity	15,763	15,763	-
International equity	31,030	31,030	-
Exchange traded fixed income mutual funds:			
Intermediate	348,131	348,131	-
Short term	1,242,325	1,242,325	-
High yield bond	2,115,146	2,115,146	-
Nontraditional bond	2,109,059	2,109,059	-
Inflation-protected	85,418	85,418	
Unsecured promissory notes issued by the Foundation	5,505,036	5,505,036	-
Government securities	10,616,665	10,616,665	-
Corporate bonds	5,740,122	5,740,122	-
Common stocks	9,768	9,768	
Non-publicly traded funds:			
U.S. equity	38,736,073	-	41,183,684
International equity	8,334,545	-	10,150,742
	$ 82,582,854	$ 35,512,236	$ 51,334,426

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position.

The total amount of unsecured promissory notes payable issued by the Foundation and included in the above investment categories was $5,602,813, $5,042,957 and $5,505,036 at December 31, 2016, 2015 and 2014, respectively. Accordingly, these amounts have been reflected as reductions in the Statements of Financial Position.

4. Loans Receivable, Net

The Foundation's loan portfolio consists of loans to churches and entities associated with the Annual Conferences, and these loans were made out of a pool of funds invested with the Foundation through the Development Fund Program. The Foundation approves these loans based upon specific Board approved criteria, and all loans are secured by the individual entity's land, buildings, and equipment. In order to reduce its risk and to diversify the portfolio, the Foundation, under terms and limits established by the Board of Trustees, may sell portions of larger loans to other entities in the form of participations.

The purpose of the Foundation's loan program is to make first-lien mortgage loans to church congregations, districts, mission institutions, and extension agencies within the Annual Conferences for the purchase, construction, expansion, or major improvements of churches, parsonages, or mission buildings or the refinancing of loans made for those purposes. Construction period loans are interest-only until the construction period is complete and the construction loan is closed into a permanent loan. Terms of the non-construction loans range from five to twenty years. Loans with terms longer than five years generally have an interest rate reset provision where the interest rate paid during the loan is renegotiated every five years to the market rate at that time. At December 31, 2016, interest rates ranged from 1.20% to 5.15% depending on the loan.

Major classifications of loans are as follows at December 31:

	2016	2015	2014
Term loans	$ 24,457,132	$ 23,530,350	$ 26,033,106
Construction period loans	4,262,190	1,564,976	3,275
	28,719,322	25,095,326	26,036,381
Less: Allowance for loan losses	(356,180)	(338,180)	(264,000)
Loans, net	$ 28,363,142	$ 24,757,146	$ 25,772,381

The Foundation considers a loan to be impaired when it is probable that it will be unable to collect all amounts due according to the original terms of the loan agreement. Impaired loans may include loans which are not accruing. Nonaccrual loans are those in which the collection of interest is not probable and all cash flows are recorded as reductions in principal. Amounts of impaired loans that are not probable of collection are charged off immediately. At December 31, 2016, 2015 and 2014, the Foundation has no loans it considered impaired.

5. Allowance for Loan Losses

A summary of changes in the allowance for loan losses is as follows:

	2016	2015	2014
Beginning balance	$ 338,180	$ 264,000	$ 236,000
Additional provision	18,000	74,180	28,000
Ending balance	$ 356,180	$ 338,180	$ 264,000

6. Unsecured Promissory Notes Payable

The Foundation issues unsecured promissory notes payable in the form of Term Certificates to fund its lending program. These notes payable are issued in accordance with Georgia Securities Code Section 10-5-10(7), Exemptions From Registrations. The terms and conditions of these certificates are set forth in the Offering Memorandums. Under the terms of these Offering Memorandums, the funds are not revolving. When a certificate matures and is renewed, the certificate is reissued under the Offering Memorandum.

In 2013, the Foundation filed an Offering to issue up to $8 million unregistered, unsecured promissory notes through August 1, 2014. At December 31, 2013, approximately $7.9 million had been issued against this $8 million. On February 6, 2014, the Offering was amended to add an additional $10 million unregistered, unsecured promissory notes through August 1, 2014. On August 1, 2014, the Foundation filed an Offering to issue up to $25 million unregistered, unsecured promissory notes through July 31, 2015. On September 4, 2015 the Foundation filed an Offering to issue up to $25 million unregistered, unsecured promissory notes through August 29, 2016. On August 29, 2016, the Foundation filed an Offering to issue up to $25 million unregistered, unsecured promissory notes through August 28, 2017.

Promissory notes payable (certificates) consist of the following at December 31:

	2016	2015	2014
One year term certificates	$ 7,470,304	$ 6,932,478	$ 10,567,244
Two year term certificates	2,938,068	3,735,937	5,055,598
Three year term certificates	4,906,802	6,832,024	6,300,615
Four year term certificates	20,344,717	15,459,141	15,143,598
	$ 35,659,891	$ 32,959,580	$ 37,067,055

Term notes have maturity dates ranging from one year to four years and paid interest in the range of 1.30% to 2.50% during 2016 depending upon the term of the certificate and the amount deposited.

6. Unsecured Promissory Notes Payable - Continued

The scheduled maturities for demand and time deposits are as follows:

For the year ending December 31:	
2017	$ 15,170,512
2018	7,043,971
2019	6,356,394
2020	7,089,014
	$ 35,659,891

7. Line of Credit

The Foundation has a $750,000 unsecured line of credit with a bank at a fixed interest rate of 3.29% and with a maturity date of December 5, 2018. No balance was outstanding at December 31, 2016, 2015 and 2014.

8. Temporarily Restricted Net Assets

Temporarily restricted net assets consist of the following at December 31:

	2016	2015	2014
Donor advised funds	$ 1,555,889	$ 1,363,033	$ 1,525,109
Split interest agreements	322,367	264,549	325,680
Grant fund	1,440	13,090	-
Scholarship fund	9,853	-	-
Program restriction-missions	1,382	1,372	1,372
Total temporarily restricted net assets	$ 1,890,931	$ 1,642,044	$ 1,852,161

9. Permanently Restricted Net Assets

Permanently restricted net assets consist of endowment funds of which the earnings are used to fund the operations of the Foundation.

10. Net Assets Released from Restrictions

The following net assets were released from donor restrictions by incurring expenditures satisfying the restricted purposes or by occurrence of other events specified by the donor for the years ending December 31:

	2016	2015	2014
Other restrictions:			
Donor advised funds	$ 52,887	$ 166,209	$ 914,529
Grant Fund	82,849	8,000	-
Total net assets released from restriction	$ 135,736	$ 174,209	$ 914,529

11. Endowed Net Assets

The purpose of the Foundation's Endowment Funds is to generate investment return that can be used to support the Foundation's operating activities.

When the Endowment Funds were established, the initial contributions included donor restrictions related to spending only income. During the ensuing years, undesignated contributions received by the Foundation were transferred into the Endowment Fund and designated by the Board of Trustees to function as an Endowment Fund.

Net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowment, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Foundation follows the requirements of Georgia's Uniform Prudent Management of Institutional Funds Act (the "Act"). Upon receipt of gifts and bequests, the Foundation evaluates the gift instrument and related information to determine the directions and intentions of the donor.

Under the Act, all earnings for permanently restricted funds are considered temporarily restricted until appropriated for expenditure. As of December 31, 2016, 2015 and 2014, the accumulated earnings for the board designated endowment funds were classified as unrestricted net assets.

From time to time, the fair value of invested assets associated with individual donor restricted endowment funds may fall below the level that the donor requires the Foundation to retain as a fund of perpetual duration. There were no such deficiencies as of December 31, 2016, 2015 and 2014.

11. Endowed Net Assets – Continued

The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to the operations supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce an annual return in excess of the CPI plus 3% while maintaining prudent risk limits. Actual returns in any given year may vary from the objective.

The Foundation has a policy of appropriating for distribution each year 4.5% of a 12 quarter moving average of the Endowment Fund portfolio value, ending on the last trading day in September. The amount calculated is budgeted for spending during the following year.

Endowment net assets by type of fund and related changes consisted of the following as of December 31, 2016:

	Unrestricted	Permanently Restricted	Total
Endowment net assets, beginning of year	$ 7,037,733	$ 133,163	$ 7,170,896
Investment return:			
Investment income	73,346	-	73,346
Net appreciation (realized and unrealized)	452,232	-	452,232
	525,578	-	525,578
Assets appropriated for expenditure	(323,304)	-	(323,304)
Endowment net assets, end of year	$ 7,240,007	$ 133,163	$ 7,373,170

11. Endowed Net Assets – Continued

Endowment net assets by type of fund and related changes consisted of the following as of December 31, 2015:

	Unrestricted	Permanently Restricted	Total
Endowment net assets, beginning of year	$ 7,426,201	$ 133,163	$ 7,559,364
Investment return:			
Investment income	56,247	-	56,247
Net appreciation (realized and unrealized)	(123,784)	-	(123,784)
	(67,537)	-	(67,537)
Assets appropriated for expenditure	(320,931)	-	(320,931)
Endowment net assets, end of year	$ 7,037,733	$ 133,163	$ 7,170,896

Endowment net assets by type of fund and related changes consisted of the following as of December 31, 2014:

	Unrestricted	Permanently Restricted	Total
Endowment net assets, beginning of year	$ 7,584,892	$ 133,163	$ 7,718,055
Investment return:			
Investment income	45,807	-	45,807
Net appreciation (realized and unrealized)	365,804	-	365,804
	411,611	-	411,611
Assets appropriated for expenditure	(570,302)	-	(570,302)
Endowment net assets, end of year	$ 7,426,201	$ 133,163	$ 7,559,364

12. Pension Plan

Foundation employees participate in two separate pension plans sponsored by Wespath. For participants in the Defined Contribution plan, the Foundation contributes six percent (6%) of the employee's salary. Each conference-appointed clergy can participate in one of several plans. Presently, the clergy employees participate in a Defined Contribution Plan and/or a Defined Benefit Plan where the Foundation contributes a percentage. This percentage ranged between twelve (12%) and thirteen (13%) of the participants' salary. Pension expense for all employees totaled $66,330, $60,866 and $57,956 for the years ending December 31, 2016, 2015 and 2014, respectively.

13. Operating Lease Commitment

The Foundation leases its office space under a five-year operating lease with an escalating lease payments provision. Rent expense was $56,685, $56,685 and $55,487 for the years ended December 31, 2016, 2015 and 2014, respectively.

The future minimum annual rental commitment due under this lease agreement is as follows:

For the year ending December 31,		
2017	$	56,685
2018		57,039
2019		58,465
2020		44,666
Total minimum lease payments	$	216,855

14. Related Party Transactions

While the Foundation is an autonomous legal entity, its purpose has always been to support the functions of the Annual Conferences, its churches, members, and affiliates. Therefore the great majority of its activities are with parties related to the Church, Annual Conferences and their connectional units, local church congregations, etc. Accordingly, related party transactions include the following:

- The entire balance of investments held for others consists of funds from the Annual Conferences, UMC churches, and related foundations and related individuals. The Foundation's entire mortgage loan program and the development fund certificate program are made up of Annual Conferences, UMC churches, related foundations, and related individuals.

14. Related Party Transactions – Continued

- Several members of the Board of Trustees belong to Churches and Conference-related entities that have loans with the Foundation.
- Several members of the Board of Trustees have invested personally in the private placement certificates of deposit totaling $781,267, $623,095 and $659,322 at December 31, 2016, 2015 and 2014, respectively.
- Several members of the Board of Trustees have contributed to donor advised funds with a market value of $1,374,839, $1,184,223 and $1,298,234 at December 31, 2016, 2015 and 2014, respectively.
- A member of the Board of Trustees has an active guarantee on a church loan with an outstanding balance of $181,164, $193,062, and $205,469 at December 31, 2016, 2015 and 2014, respectively.
- Several members of the Board of Trustees have established endowments managed by the Foundation with a total market value of $406,692, $552,706 and $576,759 at December 31, 2016, 2015 and 2014, respectively.
- Several Board Members have gift annuities managed by the Foundation with a total discounted annuity payable of $45,272, $47,493 and $69,142 at December 31, 2016, 2015 and 2014, respectively.
- Several Board Members have unitrusts managed by the Foundation with a total market value of $80,354, $213,271 and $228,719 at December 31, 2016, 2015 and 2014, respectively.
- In 2014, the Foundation purchased a $500,000 key man whole life insurance policy. A member of the Board of Trustees in 2015 and 2014 was an employee of the insurance company from which the Foundation has purchased an insurance policy and annuities. This policy has annual premiums of $59,270 for five years. The premiums were taken from the cash surrender value of the policy in 2016 and 2015. The Foundation paid premiums of $56,770 in 2014. The Foundation also purchased additional paid-up insurance of $300,000 for premiums of $140,730 in 2014. This policy had a cash surrender value of $145,901 at December 31, 2016.

15. Funds Held as Agent

The Foundation enters into designated fund agreements with various entities for the purpose of establishing funds in the Foundation's trustee investment account. These 477 accounts are primarily invested in funds established by the Georgia United Methodist Foundation, Inc.

15. Funds Held as Agent – Continued

The Foundation charges a fee to administer the funds for each entity. This fee is received on a monthly basis and it is based upon the market value of the account at month-end. The various entities can withdraw their funds at any time with the appropriate notice. At December 31, 2016, 2015 and 2014, the market value of all of these accounts totaled $93,377,307, $88,977,466 and $82,582,854, respectively.

16. Concentration of Credit Risk and Other Concentrations

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of cash and investments. The Foundation has a significant concentration of cash deposited in three financial institutions, and the account balances exceed federal insurance limits. The Foundation's bank account balances, as reflected in the bank records, are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. The Foundation also has cash deposits at institutions not covered by the FDIC. The Foundation's uninsured cash balances and certificates of deposit were approximately $12,751,572, $13,122,397 and $17,093,376 at December 31, 2016, 2015 and 2014.

The Foundation's investments, other than loans, do not represent a significant concentration of credit risk due to the diversification of the Foundation's portfolio among instruments and issues. However, investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the near-term could materially affect the amounts reported on the statement of financial position.

The Foundation receives deposits related to its certificate program from either individuals that reside or entities that are located in the State of Georgia. The Foundation also makes loans to churches throughout the state of Georgia. Changes in economic conditions in these areas could affect the Foundation's ability to receive mortgage payments from churches and pay their obligations under the certificate program. The limited geographic area in which the Foundation operates increases the Foundation's exposure to certain business concentrations.

Appendix B

FORMS FOR APPLICATION TO PURCHASE CERTIFICATES

- Application to Purchase a Certificate – Individual(s)
- Application to Purchase a Certificate – Custodian for a Minor
- Application to Purchase a Certificate – Trust
- Application to Purchase a Certificate – Entity

GEORGIA UNITED METHODIST FOUNDATION

APPLICATION TO PURCHASE A CERTIFICATE – INDIVIDUAL(S)
(Includes Required Information for IRS Form W-9)

Please complete the following application to purchase a Certificate (***Please print***).

Note: If a joint owner is designated below, the Certificate(s) will be issued to the owners as ***joint tenants with right of survivorship***. All correspondence will be addressed only to the first-named owner.

Owner Information	**Joint Owner Information** (if applicable)
Name: ______________________________ **Social Security No:** _____________ **Address:** ______________________________ ______________________________ ______________________________ **Telephone:** (____) ____________________ **Secondary Telephone:** (____) ___________ **E-Mail:** ______________________________ **Church Congregation Name:** ____________________	**Name:** ______________________________ **Social Security No:** _____________ **Address:** ______________________________ ______________________________ ______________________________ **Telephone:** (____) ____________________ **Secondary Telephone:** (____) ___________ **E-Mail:** ______________________________ **Church Congregation Name:** ____________________

TOTAL AMOUNT OF INVESTMENT: $______________ [*Minimum Investment: $5,000.00*]
***divided as follows*:**

TERM:	**Investment:**
______ One Year Certificate	$_______________
______ Two Year Certificate	$_______________
______ Three Year Certificate	$_______________
______ Four Year Certificate	$_______________

INCOME DISTRIBUTION OPTIONS: (please check one)

□ Send interest payments quarterly

□ Electronic Funds Transfer (ATTACH VOIDED CHECK)

____

Name of Bank   Routing #   Account #

□ Check issued by the Foundation to the address above.

OR

□ Reinvest interest payments quarterly

*** Please make your check payable to: Georgia United Methodist Foundation and deliver, along with this application to: Georgia United Methodist Foundation, PO Box 922087, Peachtree Corners, GA 30010**

(*continued on next page*)

PAYABLE ON DEATH OPTIONS: (Please check one)

Note: *If the Certificate is held by more than one owner as joint tenants with right of survivorship, the Payable on Death option selected below will apply only upon the death of the last surviving joint tenant*.

□Yes, I/we hereby designate the POD beneficiary(ies) listed below, in the respective percentages specified; **<u>or</u>**

□No, I/we do not wish to designate a POD beneficiary(ies).

If "yes," please include your designated beneficiary(ies)

Beneficiary Name: ____ Percentage: _____________%

Address: ____
Street City State Zip

Beneficiary Name: ____ Percentage: _____________%

Address: ____
Street City State Zip

OWNER CERTIFICATIONS: Each of the undersigned hereby (i) acknowledges receipt of the Offering Memorandum dated August 10, 2017 of the Georgia United Methodist Foundation, Inc., (ii) confirms that he or she is 18 years of age or older, (iii) confirms that he or she is a resident of the State of Georgia, (iv) confirms that prior to receipt of the Offering Memorandum, he or she was a member of, contributor to, or participant in the United Methodist Church or a connectional unit of the Church (as defined in the Offering Memorandum), or was an ancestor, descendant or successor in interest to such a person, and (v) confirms that he or she is acquiring the Certificate(s) subscribed for hereby for investment, for his or her own account, and not for transfer or re-sale.

TAX CERTIFICATION: ***Under the penalties of perjury, each of the undersigned owners individually certifies that he or she is a U.S. citizen or a legal U.S. Resident Alien, and that his or her social security number and the information regarding backup withholding set forth on this application are true, correct and complete.***

□ Please check the box if you have been notified by the Internal Revenue Service that you are subject to backup withholding.

□ **EMAIL NOTICE CONSENT:** Section 14-3-141 of the Georgia Code permits notice to be given by electronic transmission, by checking the box you hereby provide your revocable consent to receive notice pursuant to this Offering Memorandum by electronic transmission.
EMAIL ADDRESS FOR NOTICE: ____

[PLEASE SIGN ON THE FOLLOWING PAGE]

PLEASE SIGN BELOW	
Owner	
______________________________	
Owner’s Signature	Date
Joint Owner (if applicable)	
______________________________	
Owner’s Signature	Date
NOTE: Two signatures are required for joint ownership, regardless of any other information set forth herein.	

NO CERTIFICATE, NOR ANY INTEREST THEREIN, MAY BE SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, TO ANY PERSON OR ENTITY, EXCEPT WITH THE EXPRESS WRITTEN CONSENT OF THE ISSUER OF SUCH SECURITIES.

FOR ADDITIONAL INFORMATION, PLEASE CALL THE FOUNDATION AT (770) 449-6726.

GEORGIA UNITED METHODIST FOUNDATION

APPLICATION TO PURCHASE A CERTIFICATE CUSTODIAN FOR MINOR

(Includes Required Information for IRS Form W-9)

Please complete the following application to purchase a Certificate (**Please print**).

CUSTODIAN
NAME:________________ SOCIAL SECURITY NO__________________
MINOR
NAME:________________________ SOCIAL SECURITY NO__________________

MAILING ADDRESS (Custodian):____

CITY, STATE, ZIP:____

TELEPHONE: (______)_________________________ CELL: (______)_____________________

EMAIL ADDRESS:____

CHURCH CONGREGATION NAME:____

TOTAL AMOUNT OF INVESTMENT: $_______________ [*Minimum Investment: $5,000.00*]
***divided as follows*:**

TERM: **Investment**

______ One Year Certificate $________________

______ Two Year Certificate $________________

______ Three Year Certificate $________________

______ Four Year Certificate $________________

INCOME DISTRIBUTION OPTIONS: (please check one)

□ Send interest payments quarterly

□ Electronic Funds Transfer (ATTACH VOIDED CHECK)

____
Name of Bank Routing # Account #

□ Check issued by the Foundation to the address above.

OR

□ Reinvest interest payments quarterly

*** Please make your check payable to: Georgia United Methodist Foundation and deliver, along with this application to: Georgia United Methodist Foundation, PO Box 922087, Peachtree Corners, GA 30010**

(***continued on next page***)

GENERAL CERTIFICATIONS:

The undersigned Custodian hereby (i) acknowledges receipt of the Offering Memorandum dated August 10, 2017 of the Georgia United Methodist Foundation, Inc., (ii) confirms that he or she is 18 years of age or older, and a resident of the State of Georgia, (iii) confirms that he or she is applying to invest in one or more Certificates as custodian for the benefit of the Minor named on the preceding page, (iv) confirms that the Minor is a resident of the State of Georgia, (v) confirms that prior to receipt of the Offering Memorandum, the Minor was a member of, contributor to, or participant in the United Methodist Church or a connectional unit of the Church (as defined in the Offering Memorandum), or was an ancestor, descendant or successor in interest to such a person, and (v) confirms that the Certificate(s) subscribed for hereby are being acquired for investment, for the account of the Minor, and not for transfer or re-sale.

TAX CERTIFICATION: ***Under the penalties of perjury, the undersigned Custodian certifies that the taxpayer identification numbers and the information regarding backup withholding set forth in this application are true, correct and complete, and that the Minor is either a U.S. Citizen or a legal U.S. Resident Alien. The undersigned Custodian acknowledges that any interest earned on a Certificate issued pursuant to this application will be reported to the taxpayer identification number of the Minor, but will be delivered to the Custodian.***

☐ Please check the box if the Minor has been notified by the Internal Revenue Service that the Minor is subject to backup withholding.

☐ **EMAIL NOTICE CONSENT:** Section 14-3-141 of the Georgia Code permits notice to be given by electronic transmission, by checking the box you hereby provide your revocable consent to receive notice pursuant to this Offering Memorandum by electronic transmission.

EMAIL ADDRESS FOR NOTICE: ____

______________________________________ ___________________
Custodian Signature Date

NO CERTIFICATE, NOR ANY INTEREST THEREIN, MAY BE SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, TO ANY PERSON OR ENTITY, EXCEPT WITH THE EXPRESS WRITTEN CONSENT OF THE ISSUER OF SUCH SECURITIES.

FOR ADDITIONAL INFORMATION, PLEASE CALL THE FOUNDATION AT (770) 449-6726.

GEORGIA UNITED METHODIST FOUNDATION

APPLICATION TO PURCHASE A CERTIFICATE – TRUST
(Includes Required Information for IRS Form W-9)

Please complete the following application to purchase a Certificate (**Please print**).

TRUSTEE NAME: ____

TITLE AND DATE OF TRUST INSTRUMENT:______________________________________

(YOU MUST ATTACH A COPY OF THE TRUST INSTRUMENT TO THIS APPLICATION)

JURISDICTION OF ORGANIZATION OF TRUST: ___________________________________

FEDERAL TAXPAYER IDENTIFICATION # OF TRUST: ____________________

NOTE: *If the Trust is a grantor trust, please provide, instead, the name and Federal Taxpayer ID of the grantor of the Trust or other person treated as the owner of the Trust for federal income tax purposes:*

Name of Grantor or Other Owner: _________________________________

Federal Taxpayer ID of Grantor or Other Owner: _____________________

TRUST MAILING ADDRESS:____

CITY, STATE, ZIP:____

TELEPHONE: (______)_________________________

EMAIL ADDRESS:____

TOTAL AMOUNT OF INVESTMENT: $_______________ [*Minimum Investment: $5,000.00*]
***divided as follows*:**

TERM:	**Investment**
______ One Year Certificate	$________________
______ Two Year Certificate	$________________
______ Three Year Certificate	$________________
______ Four Year Certificate	$________________

INCOME DISTRIBUTION OPTIONS: (please check one)

□ Send interest payments quarterly

□ Electronic Funds Transfer (ATTACH VOIDED CHECK)

____

Name of Bank Routing # Account #

□ Check issued by the Foundation to the address above.

OR

□ Reinvest interest payments quarterly

*** Please make your check payable to: Georgia United Methodist Foundation and deliver, along with this application to: Georgia United Methodist Foundation, PO Box 922087, Peachtree Corners, GA 30010**

(*continued on next page*)

GENERAL CERTIFICATIONS:

The undersigned Trustee hereby (i) acknowledges receipt of the Offering Memorandum dated August 10, 2017 of the Georgia United Methodist Foundation, Inc., (ii) confirms that he, she, or it is the duly appointed and serving trustee of the Trust, (iii) confirms that he, she or it is either a U.S. Citizen, a legal U.S. Resident Alien, or an entity organized under the laws of the United States and doing business in the State of Georgia, (iv) confirms that, if an individual, he or she is a resident of the State of Georgia, and if an entity, its principal place of business is located in the State of Georgia, (v) confirms that, if the Trust is a grantor trust, the settlor is a resident of the State of Georgia, (vi) confirms that prior to receipt of the Offering Memorandum, the settlor and/or the beneficiaries of the Trust was a member of, contributor to, or participant in the United Methodist Church or a connectional unit of the Church (as defined in the Offering Memorandum), or was an ancestor, descendant or successor in interest to such a person, and (vii) confirms that the Trust is acquiring the Certificate(s) subscribed for hereby for investment, for its own account, and not for transfer or re-sale.

TAX CERTIFICATION: ***Under the penalties of perjury, the undersigned Trustee certifies that the taxpayer identification number and the information regarding backup withholding set forth in this application are true, correct and complete. The undersigned acknowledges that any interest earned on a Certificate issued pursuant to this application: (i) in the case of a grantor trust, will be reported to the taxpayer identification number of the settlor or other person treated as owner of the Trust for income tax purposes, but will be delivered to the Trustee; or (ii) in the case of any other trust, will be reported to the taxpayer identification number of the Trust, but will be delivered to the Trustee.***

Please check either box below *if* the statement beside it applies to the Trust:

☐ Please check this box if the Trust is a ***grantor trust*** and the settlor or other person treated as owner of the Trust for federal income tax purposes has been notified by the Internal Revenue Service that such person is subject to backup withholding.

☐ Please check this box if the Trust is ***not*** a grantor trust and the Trustee has been notified by the Internal Revenue Service that the Trust is subject to backup withholding.

☐ **EMAIL NOTICE CONSENT:** Section 14-3-141 of the Georgia Code permits notice to be given by electronic transmission, by checking the box you hereby provide your revocable consent to receive notice pursuant to this Offering Memorandum by electronic transmission.
EMAIL ADDRESS FOR NOTICE: ____

____	___________________
Signature of Authorized Person for Trustee	**Date**
______________________________________	___________________________________
Name of Trustee	**Signer's Title (if applicable)**

(*continued on next page*)

NO CERTIFICATE, NOR ANY INTEREST THEREIN, MAY BE SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, TO ANY PERSON OR ENTITY, EXCEPT WITH THE EXPRESS WRITTEN CONSENT OF THE ISSUER OF SUCH SECURITIES.

FOR ADDITIONAL INFORMATION, PLEASE CALL THE FOUNDATION AT (770) 449-6726.

APPLICATION TO PURCHASE A CERTIFICATE – ENTITY

(Includes Required Information for IRS Form W-9)

Please complete the following application to purchase a Certificate (**Please print**).

ENTITY NAME: ____

JURISDICTION OF
ORGANIZATION:____

ENTITY FEDERAL TAXPAYER IDENTIFICATION NO: __________________

MAILING ADDRESS:____

CITY, STATE, ZIP:____

TELEPHONE: (______)__________________________

EMAIL ADDRESS: ____

TOTAL AMOUNT OF INVESTMENT: $_______________ [*Minimum Investment: $5,000.00*]

***divided as follows*:**

TERM:	**Investment**
______ One Year Certificate	$________________
______ Two Year Certificate	$________________
______ Three Year Certificate	$________________
______ Four Year Certificate	$________________

INCOME DISTRIBUTION OPTIONS: (please check one)

□ Send interest payments quarterly

□ Electronic Funds Transfer (ATTACH VOIDED CHECK)

____

Name of Bank Routing # Account #

□ Check issued by the Foundation to the address above.

OR

□ Reinvest interest payments quarterly

*** Please make your check payable to: Georgia United Methodist Foundation and deliver, along with this application to: Georgia United Methodist Foundation, PO Box 922087, Peachtree Corners, GA 30010**

(*continued on next page*)

GENERAL CERTIFICATIONS:

The undersigned hereby (i) acknowledges receipt of the Offering Memorandum dated August 10, 2017 of the Georgia United Methodist Foundation, Inc., (ii) confirms that he, she, or it is a duly authorized representative of the Entity, and has all necessary legal right, power and authority to execute this application on behalf of the Entity any by his or her signature to act for and bind the Entity, (iii) confirms that the Entity was not organized for the specific purpose of making this investment, (iv) confirms that the Entity has its principal place of business located in the State of Georgia, (v) confirms that prior to receipt of the Offering Memorandum, either or both of the Entity or the owner(s) of the Entity was a member of, contributor to, or participant in the United Methodist Church or a connectional unit of the Church (as defined in the Offering Memorandum), or was an ancestor, descendant or successor in interest to such a person, and (vi) confirms that the Entity is acquiring the Certificate(s) subscribed for hereby for investment, for its own account, and not for transfer or re-sale.

TAX CERTIFICATION: ***Under the penalties of perjury, I certify that the taxpayer identification number and the information regarding backup withholding set forth in this application are true, correct and complete. I acknowledge that any interest earned on a Certificate issued pursuant to this application will be reported to the taxpayer identification number of the Entity.***

☐ Please check the box if the Entity has been notified by the Internal Revenue Service that it is subject to backup withholding.

☐ **EMAIL NOTICE CONSENT:** Section 14-3-141 of the Georgia Code permits notice to be given by electronic transmission, by checking the box you hereby provide your revocable consent to receive notice pursuant to this Offering Memorandum by electronic transmission.

EMAIL ADDRESS FOR NOTICE: ____

ENTITY NAME:____

SIGNATURE:____

PRINT NAME OF SIGNER:____

TITLE OF SIGNER:____

NO CERTIFICATE, NOR ANY INTEREST THEREIN, MAY BE SOLD OR TRANSFERRED, DIRECTLY OR INDIRECTLY, TO ANY PERSON OR ENTITY, EXCEPT WITH THE EXPRESS WRITTEN CONSENT OF THE ISSUER OF SUCH SECURITIES.

FOR ADDITIONAL INFORMATION, PLEASE CALL THE FOUNDATION AT (770) 449-6726.

Appendix C

NOTICE OF RESCISSION

TO: Commissioner of Securities
Office of the Secretary of State
2 Martin Luther King, Jr. Dr., S.E.
Suite 802, West Tower
Atlanta, Georgia 30334

I hereby exercise my right to rescind my purchase of a certificate to be issued by Georgia United Methodist Foundation, Inc.

This rescission is made within seventy-two (72) hours of the earliest of my execution of a written agreement to purchase said certificate, the delivery of a confirmation of sale of said certificate to me, or the payment for such certificate. I understand that the effective date of the rescission shall be the date of delivery of this Notice or the depositing of same, properly addressed and with adequate postage thereon, in the United States Mail.

DATED, this _____ day of _________________________ 20____.

Name:____

Address:____

City:_________________________ State:___________________ Zip:________