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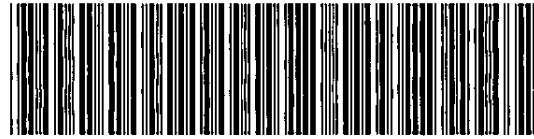
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**CAPITAL CONNECTION, INC.**

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**KNOX THEOLOGICAL SEMINARY, INC.**

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- \_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: BA

7/19

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**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**KNOX THEOLOGICAL SEMINARY, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of this corporation shall be **Knox Theological Seminary, Inc.**

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the corporation shall be **5554 N. Federal Highway, Ft. Lauderdale, FL 33308**, and mailing address of the corporation shall be **5554 N. Federal Highway, Ft. Lauderdale, FL 33308**

**ARTICLE THREE**

**STATEMENT OF FAITH**

This corporation is founded on the following Statement of Faith:

a. The Scriptures of the Old and New Testaments (excluding those books commonly called the Apocrypha) are the inspired, authoritative, and only infallible Word of God written in the 66 books of the holy Bible, all therein being verbally inspired by Almighty God and therefore without error and the corporation is committed to the Reformed faith as set forth in the Westminster Confession of Faith and the Larger and Shorter Catechism as accepted by the Presbyterian Church in United States America as its standard of doctrine at its first general assembly 1789. II Tim 3:15,16, II Pet 1:16-21

b. There is only one God, eternally existent in three co-equal Persons: the Father, the Son, and the Holy Spirit. Matt 28:18-20, II Cor 13:14

c. Our Lord Jesus Christ is fully God and fully man in one person. He was born of a virgin, lived a sinless life, performed miracles, and vicariously atoned for sin through His shed blood and death. He was bodily resurrected from the dead. He ascended to the right hand of God the Father and will personally return in power and glory. John 1:1, 2, 14 Is 7:14, Matt 1:18-23, I Thes 4:13-17

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d. Sovereign regeneration by the Word of God and the Holy Spirit is absolutely essential for the salvation of lost and sinful man. John 3:3-8

e. God justifies the sinner on the basis of Christ's righteousness alone, which is imputed to him by grace alone and which is received by faith alone. Rom 5:1-12, 12-19, Gal 3:6-14, Eph 2:8,9.

f. Eternal life is received by faith, that is, by trusting in Jesus Christ alone for salvation. John 3:16

g. The Holy Spirit indwells all true believers and enables them to live godly lives. Rom 8:9-17

h. Both the saved and the lost will be resurrected from the dead; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation. I Cor 15:12-56

i. There is spiritual unity of all true believers in our Lord Jesus Christ. Eph 4:1-12

#### **ARTICLE FOUR**

#### **PURPOSES AND POWERS**

a. **General Purpose.** This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

b. **Specific Purposes.** To further the ministry of our Lord and Savior Jesus Christ by equipping servant leaders for effective Christian ministry that is Christ centered, Gospel driven and mission focused, and consistent with Reformed doctrine, to include but not be limited to:

(1) Organize, maintain, provide for, develop and control such school or schools, Seminary or Seminaries or other places of instruction as may be deemed necessary or proper and to undertake or promote scripturally-directed learning and scholarly enterprises and, in particular, to establish, control and develop and institute for theological studies.

(2) Training men and women who are called to various Christian ministries; and

(3) Providing individuals already in full-time Christian service, opportunities for continuing Christian education, including advanced religious degrees for more effective Christian ministry; and

(4) Equipping lay persons with greater biblical and theological understanding and with effective skills to engage in Christian ministry.

c. **Powers.** The corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section

617.0302 of the Florida Statutes as amended. The corporation shall have the power to hold or administer property for the purposes stated in this Article Four, including the power to act as trustee.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE FIVE**

### **DIRECTORS**

The initial board of directors shall consist of the following individuals:

Luder G. Whitlock, Jr.

William E. Ashcraft

Donald M. Marks

Clark J. Cochran, Jr.

Ann H. McClintock

Daniel L. Smith

Thereafter, the directors shall be elected in accordance with the bylaws and shall consist of no less than ten (10) nor more than twenty-four (24) directors.

## **ARTICLE SIX**

### **NO MEMBERS**

The corporation shall have no members.

## **ARTICLE SEVEN**

### **TERM OF EXISTENCE**

The corporation shall have perpetual existence.

## **ARTICLE EIGHT**

### **NONDISCRIMINATORY POLICY**

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

## **ARTICLE NINE**

### **BYLAWS**

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded as provided for in the bylaws.

## **ARTICLE TEN**

### **REGISTERED AGENT**

The registered agent upon whom service of process against this corporation may be made is **Paul R. Alfieri, P.L.** The registered agent and the corporation's registered office are located at **5143 NW 42 Terrace, Coconut Creek, Florida 33073.**

## **ARTICLE ELEVEN**

### **EARNINGS AND ACTIVITIES**

The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE TWELVE**

### **DISSOLUTION**

a. The corporation may only be voluntarily dissolved by the affirmative vote of eighty percent (80%) majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation giving them to Coral Ridge Presbyterian Church, Inc. If for some reason Coral Ridge Presbyterian Church, Inc. is not in existence then they shall be given to the National Christian Foundation to establish a donor advised fund under the direction of the South Florida Presbytery of the Presbyterian Church of America designated for theological education; and after that exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the board of directors shall determine. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE THIRTEEN**

### **AMENDMENTS**

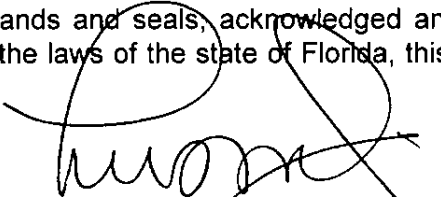
Except for Article Three, Article Four and Article Five (with respect to appointing new directors), amendments to the restated articles of incorporation shall be adopted by an eighty percent (80%) majority vote of the board of directors currently in office at any regular or special meeting called for that purpose. Amendments to Article Three, Article Four and Article Five (with respect to appointing new directors) of the restated articles of incorporation must be adopted by an affirmative vote of all members of the board of directors currently in office at any regular or special meeting called for that purpose.

**SIGNATURES ON THE FOLLOWING PAGE**

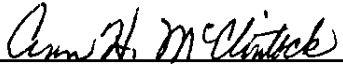
**CERTIFICATE**

1. This restatement does not contain amendments to the articles of incorporation that require member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the articles of incorporation of Knox Theological Seminary, Inc. as amended.
3. The date of adoption of the amendments was the 17 day of July, 2013.
4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

**IN WITNESS WHEREOF** we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 17 day of July, 2013.


  
\_\_\_\_\_  
**Luder G. Whitlock, Jr., President**

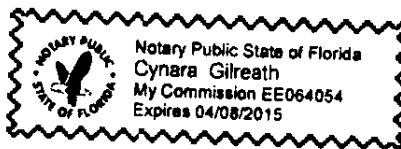
Attested to by:

  
\_\_\_\_\_  
**Ann H. McClintock, Secretary**

**STATE OF FLORIDA**  
**COUNTY OF** Orange

**I HEREBY CERTIFY** that on the 17 day of July, 2013, before me, the undersigned authority, personally appeared Luder G. Whitlock, Jr. as president of Knox Theological Seminary, Inc. well known to me and known to be the person described in and who executed the foregoing instrument, or presenting a Florida Driver License as identification, and he acknowledged the execution of said instrument for the uses and purposes therein expressed on behalf of the corporation.

  
\_\_\_\_\_  
**Notary Public**



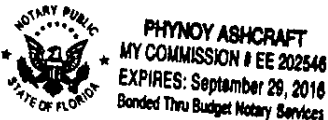


STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on the 18<sup>th</sup> day of July, 2013, before me, the undersigned authority, personally appeared Ann H. McClintock as secretary of Knox Theological Seminary, Inc., well known to me and known to be the person described in and who executed the foregoing instrument, or presenting a Florida Driver License as identification, and she acknowledged the execution of said instrument for the uses and purposes therein expressed on behalf of the corporation.

*Phynoy Ashcraft*  
Notary Public



**REGISTERED AGENT CERTIFICATE**

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **Knox Theological Seminary, Inc.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the restated articles of incorporation at **5554 N. Federal Highway, Ft. Lauderdale, FL 33308** has named **Paul R. Alfieri, P.L.**, its registered agent; and **5143 NW 42 Terrace, Coconut Creek, Florida 33073** as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

**PAUL R. ALFIERI, P.L.,  
REGISTERED AGENT**

By:   
**PAUL R. ALFIERI, Esq.**