

P090000 89925

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

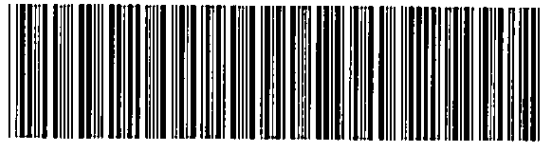
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600329595086

05/21/19--01024--013 **210.00

R. WHITE
JUN 07 2019

FILED
2019 JUN 21 PM 2:31

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Abeka Services, Inc.

DOCUMENT NUMBER: P09000089925

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric French, Esquire

(Name of Contact Person)

FisherBroyles, LLP

(Firm/ Company)

931 Monroe Drive, Suite A102-351

(Address)

Atlanta, GA 30308

(City/ State and Zip Code)

eric.french@fisherbroyles.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eric French, Esquire

678 401-8147

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
ABEKA SERVICES, INC.
(A FOR-PROFIT CORPORATION)**

FILED
2019 MAY 21 PM 2:31

Duly Adopted and Restated Articles of Incorporation for Abeka Services, Inc. that supersede the original Articles of Incorporation and all amendments to them.

**ARTICLE I.
NAME**

The name of the Corporation is ABEKA SERVICES, INC. (the "Corporation").

**ARTICLE II.
FOR-PROFIT**

The Corporation is organized pursuant to the provisions of the Florida for-profit Corporation Act.

**ARTICLE III.
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV.
REGISTERED AGENT & OFFICE**

The registered office of the Corporation is located at 250 Brent Lane, Pensacola, Florida 32503. The registered agent of the Corporation at such office is Dr. Troy Shoemaker. The principal place of business and mailing address of the Corporation is 250 Brent Lane, Pensacola, Florida 32523.

**ARTICLE V.
CAPITAL STOCK**

The number of shares the corporation is authorized to issue is Twenty-Million (20,000,000 shares) of common stock, each with a par value of \$1.00. No other class or type of stock may be issued.

**ARTICLE VI.
PURPOSE**

The purposes for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Act including, but not limited to, the following:

To conduct any and all activities that will contribute to the general education and religious training of students, and in furtherance of the spread of Christianity. The organization shall endeavor to instruct students in the essentials of culture, giving special emphasis to the

Christian view of life and the standard of ethics as set forth in the Holy Scriptures, and affirming basic truths of biblical Christianity including the following:

We believe that the Bible is the verbally inspired and infallible, authoritative Word of God and that God gave the words of Scripture by inspiration without error in the original autographs (2 Tim. 3:16–17, 2 Peter 1:21). God promises that He will preserve His Word; Jesus said, “My words shall not pass away” (Matt. 24:35). We believe that God has kept that promise by preserving His infallible Word in the traditional Hebrew and Greek manuscripts and that the Authorized Version (KJV) is an accurate English translation of the preserved Word of God.

We believe that there is one triune God, eternally existent in the persons of Father, Son (Jesus Christ), and Holy Spirit; these three are one in essence, but distinct in person and function (Matt. 28:19, 1 John 5:7–8).

We believe that Jesus Christ, the Second Person of the Trinity, became for mankind the physical manifestation of the Godhead (John 1:14, 14:9; Col. 1:19). The earthly genealogy of Jesus may be traced through Joseph’s line to Abraham (Matt. 1:1–16) and through Mary’s line to Adam (Luke 3:23–38). We believe in His virgin birth, sinless life, miracles, vicarious and atoning death through His shed blood, and His bodily resurrection.

We believe in the burial, bodily Resurrection of Jesus Christ from the tomb, and His ascension into Heaven (Mark 16:6, 19; 1 Cor. 15:1–4).

We affirm that the Holy Spirit is the Third Person of the Trinity, the Agent of conviction, regeneration, indwelling, baptism, sanctification, and illumination of all who are born into God’s family through Jesus Christ (John 3:5–6, Eph. 1:13–14). We are opposed to the charismatic movement and its sign manifestations, such as speaking in tongues.

We believe that God created the heavens and the earth in six literal days, and that God created all life (Gen. 1). We reject the man-made theory of evolution occurring over millions of years and believe that the earth is approximately 6,000 years old (Gen. 5, 11). We believe that God created man in His own image, but man chose to sin. Hence, all persons inherit a depraved nature and are lost sinners in need of salvation (Romans 3:10, 23).

We believe that God created man and woman in His image and instituted marriage between one who is genetically male and one who is genetically female (Gen. 2:18–24). Marriage is a sacred, exclusive union between a man and woman and serves as a picture of Christ’s relationship with the church (Matt. 19:3–12, Eph. 5:22–33). We believe that God has commanded that sexual activity be exclusively reserved to a man and a woman who are legally married to each other; and that Scripture forbids any form of sexual immorality including adultery, fornication, homosexuality, bestiality, incest, and use of pornography (Matt. 5:27–28, 15:18–20; 1 Cor. 6:9–11 & 18, 7:1–5; Heb. 13:4).

We believe that Christ’s blood, shed on Calvary, is the only Atonement for man’s sin (John 14:6, 1 Pet. 1:18–19, 1 John 1:9). We believe that salvation is a free gift of God for “whosoever will”;

it is by grace, through faith, plus nothing, and believers are eternally secure (John 10:27–28, Eph. 2:8–10). Salvation is received only by personal faith in the Lord Jesus Christ and His finished work. “Whosoever will” may come to Christ; God does not pre-elect persons to heaven or hell (Rom. 10:13, Rev. 22:17).

We believe in the spiritual unity of the body of Christ, called the Church. It is composed of all born-again believers who have by faith accepted Jesus Christ as Savior (Eph. 2:8–22, 3:1–21, 4:4–16, 5:23–32). God has ordained the local church for the perpetuation of His truth and work in the world (1 Tim. 3:15). The two ordinances of the local church are baptism by immersion and a regular observance of the Lord’s Supper by believers (Matt. 28:19; 1 Cor. 11:23–28).

We believe the Scripture regarding Satan, who rebelled against God and was cast out of heaven with a host of angels who followed him (Isa. 14:13–15). He introduced sin to Adam and Eve in the garden of Eden (Gen. 3:1–13). He continues to turn people from truth and against God (1 Pet. 5:8). Eternal hell was created for Satan, his demons, and people who do not believe in the Lord Jesus Christ for salvation (Matt. 25:41, John 3:16, Rev. 20:15).

We believe that the believer is called to a life of consecration which requires increasing in the knowledge of Christ and growing in grace (John 15:4–5, Col. 1:10, 2 Pet. 3:18).

We believe that the will of God for all believers is to give evidence of sanctification through being honorable in all relations with others (Rom. 12:1–2, 1 Thes. 4:3, James 1:27).

We believe in the resurrection of both the saved and the lost: those that are saved unto the resurrection of eternal life in heaven, and those that are lost unto the resurrection of eternal damnation in a literal lake of fire (John 5:28–29; 1 Cor. 15:12–20, 35–58; Rev. 20:10, 15).

We believe in the imminent, pre-Tribulation return of Jesus Christ for all believers (1 Thes. 4:13–17). The Rapture of the saints will be followed by a seven-year Tribulation, after which Christ will return in glory to judge the world and set up His millennial reign on earth (Rev. 20:1–3, 21:1–5).

These Articles of Faith do not exhaust the extent of beliefs or practices of Abeka Services, Inc. The Bible, as the inspired and infallible Word of God, is the final authority of all that we believe concerning truth, morality, and the proper conduct of mankind. For the purposes of the corporation’s doctrine, practice, policy, and discipline, the Board of Directors is ultimately responsible for interpreting the meaning and application of Scripture.

To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purpose.

**ARTICLE VII.
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, which shall be the Board of Directors of the Corporation pursuant to the Florida for-profit Corporation Act. The method of electing members of the Board of Directors and the number of such members shall be determined pursuant to the Florida for-profit Corporation Act and the Bylaws of the Corporation.

**ARTICLE VIII.
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Florida for-profit Corporation Act and, to the extent that applicable law from time to time in effect shall permit indemnification that is broader than provided in these Articles, to the maximum extent authorized by law, any individual made a party to a Proceeding (as defined in the Florida for-profit Corporation Act), because he or she is or was a member of the Board of Directors or officer against Liability (as defined in the Florida for-profit Corporation Act) and Expenses (as defined in the Florida for-profit Corporation Act), incurred in the Proceeding, if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal Proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

FOLLOWING, the recommendation of the Board of Directors, and submission of these Amended and Restated Articles of Incorporation by the Board of Directors to the Corporation's Sole Shareholder, these Amended & Restated Articles of Incorporation were approved by the Corporation's Sole Shareholder, with the number of votes cast being sufficient for approval.

(SIGNATURES ARE ON NEXT PAGE)

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first written above.

SHAREHOLDERS:

A handwritten signature in black ink, appearing to read "Troy Shoemaker", written over a horizontal line.

Chris-Tex, Inc.

By: Dr. Troy Shoemaker, President

A handwritten signature in black ink, appearing to read "Johnny Raines", written over a horizontal line.

Educational Ventures, Inc.

By: Johnny Raines, President

Being the Shareholders of
Abeka Services, Inc.

(EVI EXECUTION PAGE for AMENDMENT AND RESTATED ARTICLES OF INCORPORATION)

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
ABEKA SERVICES, INC.**

March 19, 2019

The undersigned, being the shareholders, EDUCATIONAL VENTURES, INC. and CHRIS-TEX, INC. (hereinafter "Shareholders") of ABEKA SERVICE, INC. a Florida for-profit corporation (the "ABS" or "Corporation"), pursuant to Section 607.1003, 607.1006 of the Florida for-Profit Corporation Act and the Bylaws of the Corporation (the "Bylaws"), do hereby (i) consent to and take the actions set forth in the resolutions below which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Shareholders duly called and held, (ii) waive all requirements of notice, and (iii) direct that this unanimous written consent ("Consent") be filed with the minutes or actions of the proceedings of the Corporation.

This Consent may be executed in counterparts, each of which when fully executed shall be an original, and all of said counterparts taken together shall be deemed to constitute one and the same Consent.

I. **ADOPTION of Amended & Restated Articles of Incorporations & Bylaws**

WHEREAS, the Board of Directors of ABS have approved the Amended & Restated Articles of Incorporation and Bylaws for ABS;

FURTHER WHEREAS, copies of the Amended and Restated Articles of Incorporation, and Bylaws were given to the Shareholders; Exhibits A & B respectfully, and

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders approves the Amended & Restated Articles of Incorporation, and the Amended & Restated Bylaws, and approves any and all other corporate documents necessary for these actions.

GENERAL

RESOLVED, that any acts of any Authorized Officer and of any other person or persons designated and authorized to act by any Authorized Officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolution, are hereby severally ratified, confirmed, approved and adopted as the acts of the Corporation; and be it

FURTHER RESOLVED, that any Authorized Officer acting alone be, and hereby is, authorized, empowered and directed to do and perform such other acts and to negotiate, make changes to, execute and deliver such other agreements, certificates, instruments, forms and any additional documents as may be deemed necessary or desirable to consummate the transactions contemplated by each of the foregoing resolutions, with such changes to the terms and provisions thereof as such Authorized Officer shall, in such Authorized Officer's sole discretion, deem necessary or desirable and in the best interest of the Corporation, the taking of any such action, for and on behalf and in the name of the Corporation, to be conclusive evidence of the authority conferred hereby.

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first written above.

SHAREHOLDERS:

A handwritten signature in cursive script, appearing to read "Troy Shoemaker", written over a horizontal line.

Chris-Tex, Inc.

By: Dr. Troy Shoemaker, President

A handwritten signature in cursive script, appearing to read "Johnny Raines", written over a horizontal line.

Educational Ventures, Inc.

By: Johnny Raines, President

Being the Shareholders of
Abeka Services, Inc.

(EVI SHAREHOLDER EXECUTION PAGE for AMENDMENT/ADOPTION OF ABS CORPORATE
DOCUMENTS)

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
ABEKA SERVICES, INC.
March 19, 2019**

The undersigned, being all of the members of the Board of Directors ("Board") of ABEKA SERVICE, INC. a Florida corporation ("ABS" or the "Corporation") pursuant to Section 607.0821 of the Florida Business Corporation Act and the Bylaws of the Corporation, do hereby (i) consent to and take the actions set forth in the resolutions below which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Board duly called and held (ii) waive all requirements of notice, and (iii) direct that this unanimous written consent ("Consent") be filed with the minutes or actions of the proceedings of the Corporation.

This Consent may be executed in counterparts, each of which when fully executed shall be an original and all of said counter parts taken together shall be deemed to constitute one and the same Consent.

Amendment to Articles of Incorporation and Bylaws

WHEREAS, in the best interest of ABS, the Board deems it advisable to amend the Articles of Incorporation and Bylaws to reflect the revised Articles of Faith and operations of ABS.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles of Incorporation are hereby amended and restated in the draft form presented to the Board and attached hereto as Exhibit A for ABS, and


NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Amended and Restated Bylaws are hereby amended and restated in the draft form presented to the Board and attached hereto as Exhibit B for ABS.

General Resolutions

RESOLVED, that all acts and deeds heretofore done or actions taken by any director or any officer or agent of the Corporation for and on behalf of the Corporation in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments, or documents in carrying out the terms and intentions of the foregoing recitals and resolutions are hereby in all respects ratified, approved and confirmed.

(SIGNATURES ON NEXT PAGES)

IN WITNESS WHEREOF, the undersigned directors of the Corporation do hereby adopt these recitals and resolutions as of the date first written above.


Dr. Troy Shoemaker


Mr. Gary East


Mr. Donald Welton

(Being all the Directors of Abeka Services, Inc.)

(EXECUTION PAGE OF ABS CONSENT/RESOLUTIONS to Amended & Restated Articles of Incorporation and Bylaws)