

N0000001854

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/16/00--01050--014
*****87.50 *****87.50

SUBJECT: ABC CHRISTIAN ACADEMY/PRESCHOOL, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: TERRENCE L. IVEY, ESQUIRE
Name (Printed or typed)

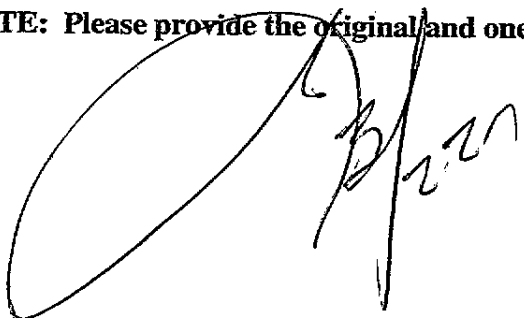
1650 ART MUSEUM DRIVE, SUITE 11
Address

JACKSONVILLE, FL 32207
City, State & Zip

(904) 348-5677
Daytime Telephone number

FILED
00 MAR 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.



FILED
00 MAR 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ABC CHRISTIAN ACADEMY/PRESCHOOL, INC.

a non-profit Florida corporation
(Pursuant to s. 617.0202, Florida Statutes.)

We, the members of ABC CHRISTIAN ACADEMY/PRESCHOOL, INC. the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name of Corporation

The name of the corporation shall be ABC CHRISTIAN ACADEMY/PRESCHOOL, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Effective Date of Document

Pursuant to Florida Statutes Section 607.0203, the effective date of these Articles of Incorporations shall be within five business days prior to the date of the filing.

ARTICLE V

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For education, charity, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI

Management of Corporate Affairs

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than eleven (11) persons. The number of Directors of the corporation shall be eleven provided however, that such number may be changed by the By-Law duly adopted by the founding initial organizers.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named, if necessary.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in July of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote

of the Directors. Any certificate or other document file under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors known at this time are as follows:

Ossie Gardner	4821 Dallen Lea Drive Jacksonville, FL 32208
Calvin Rivers	4432 Woodsong Loop W Jacksonville, FL 32225
Lois Diamond	4143 Markin Drive W Jacksonville, FL 32211
Mary Battle	4725 Hatteras Road Jacksonville, FL 32208
Fannie Morton	3623 Boulevard Jacksonville, FL 32206
Lillie Mae Hamilton	2413 Home Street Jacksonville, FL 32209
Larry Pope	9215 Leith Drive Jacksonville, FL 32209

B. Corporate Officers. The Board of Directors shall elect the following officers: Chairman and Secretary, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME AND ADDRESS

Ossie Gardner (President)	4821 Dallen Lea Drive Jacksonville, FL 32208
Fannie Morton (Secretary)	3623 Boulevard Jacksonville, FL 32206

ARTICLE VII

Earnings and Activities of Corporation

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Distribution of Assets

Upon 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 of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Incorporator

The name and residence address of the Incorporator of this corporation is Lois Diamond,
4143 Markin Drive W, Jacksonville, FL 32211.

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent And Office

The name and address of the corporation's registered officer is Terrence L. Ivey, Esquire , 1650 Art Museum Drive, Suite 11, Jacksonville, Florida 32207.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XIV

Indemnification

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

ARTICLE XV

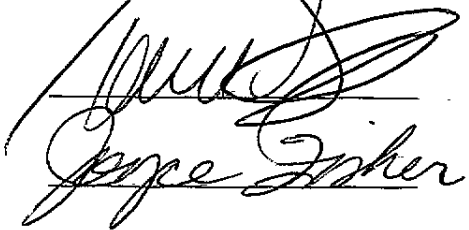
Principal Place of Business

The principal place of business is Abyssinia Missionary Baptist Church Ministries, Inc., 2360 Kings Road Jacksonville, Florida 32209.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this

14 day of MARCH, 2000.

WITNESSED BY:




Lois Diamond, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

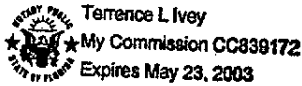
BEFORE ME, the undersigned authority, personally appeared, Lois Diamond, who, after first being duly sworn, deposes and says that she is the person described in the foregoing Articles of Incorporation

and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 14 day of

MARCH, 2000.

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:




personally known to me

produced identification _____

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.


Terrence L. Ivey, Esquire
650 Art Museum Drive, Suite 11
Jacksonville, Florida 32207
(904) 348-5677
Florida Bar Number: 983160

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SECRETARY OF STATE
TALLAHASSEE FLORIDA