

CARLA DELOACH BRYANT
JOHNSON & BRYANT
ATTORNEYS and COUNSELORS AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
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NO10000000628

January 8, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/16/01--01103--021
*****70.00 *****70.00

Re: Filing Articles of Incorporation

Dear Sir / Madam:

Enclosed for filing are the Articles of Incorporation of the Foundation Academy of Winter Garden, Inc., along with a firm check in the amount of \$70.00 for payment of the filing fee (\$35.00) and Registered Agent Fee (\$35.00).

Thank you for your prompt response to this matter and if you have any questions, please do not hesitate to contact our office.

I remain

Very truly yours,



Carla DeLoach Bryant

CDB/bs
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2001

CARLA DELOACH BRYANT, ESQ.
1201 S. ORLANDO AVE., SUITE 350
WINTER PARK, FL 32789

SUBJECT: FOUNDATION ACADEMY OF WINTER GARDEN, INC.
Ref. Number: W01000001330

We have received your document for FOUNDATION ACADEMY OF WINTER GARDEN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 801A00002778

ARTICLES OF INCORPORATION FOR FOUNDATION ACADEMY OF WINTER GARDEN , INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes hereby forms a corporation not formed for pecuniary profit and adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation is: FOUNDATION ACADEMY OF WINTER GARDEN, INC. ("Corporation"). The initial principal office location of the Corporation is 125 East Plant Street, Winter Garden, Florida 34787-3128. The mailing address is the same.

ARTICLE II.

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III.

POWERS, OBJECTIVES AND PURPOSES OF THE CORPORATION

This Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (as such Section or corresponding Section of any future federal tax law, may be amended from time to time). The specific purposes for which this Corporation is organized are:

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TALLAHASSEE, FLORIDA

- (A). To assist in and contribute to the academic and physical growth and development of the Foundation Academy of Winter Garden, Inc., a ministry of First Baptist Church of Winter Garden, Inc., including other activities of First Baptist Church of Winter Garden, Inc.;
- (B). To provide financial assistance with tuition and other fees to those students of Foundation Academy of Winter Garden, Inc., who through merit or need are worthy of assistance.
- (C). To solicit gifts and bequests and to administer funds received in connection with the purposes of the Corporation.

This Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, and provided that this Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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

MEMBERSHIP

ARTICLE IV.

The voting members of the Corporation shall be the elected Board of Directors of Foundation Academy of Winter Garden, Inc.

ARTICLE V.

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are as follows:

Wade Bradford
125 E. Plant Street
Winter Garden, Florida 34787

Judy Rosenbaum
125 E. Plant Street
Winter Garden, Florida 34787

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be 1201 S. Orlando Avenue, Winter Park, Florida 32789, and the name of the initial registered agent for the Corporation shall be Carla DeLoach Bryant, Esquire.

ARTICLE VII.
DIRECTORS

- (A). The number of directors constituting the Board of Directors shall be set by the Bylaws; provided however, that there shall never be less than three (3) directors.
- (B). Directors shall have such qualifications as are required by the Bylaws of the Corporation. The manner of election and discharge of the directors of the Corporation shall be provided in the Bylaws of the Corporation.

ARTICLE VIII.
INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Wade Bradford
125 E. Plant Street
Winter Garden, Florida 34787

Gayle Daniels
125 E. Plant Street
Winter Garden, Florida 34787

Debbie Dare
125 E. Plant Street
Winter Garden, Florida 34787

Chuck Graham
125 E. Plant Street
Winter Garden, Florida 34787

Sharon Pelfrey
125 E. Plant Street
Winter Garden, Florida 34787

Wayne Shelton
125 E. Plant Street

Winter Garden, Florida 34787

Kelly Winn
125 E. Plant Street
Winter Garden, Florida 34787

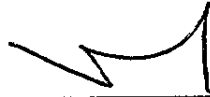
William Faulkner
125 E. Plant Street
Winter Garden, Florida 34787

ARTICLE IX

DISSOLUTION

In the event of dissolution, the residual assets of Foundation Academy of Winter Garden Inc., will be turned over to First Baptist Church of Winter Garden, Inc., a Florida non-profit Corporation, and if First Baptist Church of Winter Garden Inc., has ceased to exist as an incorporated entity, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the federal, state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal
this 29th day of November , 2000, for the purpose of forming this not-for-profit Corporation
under the laws of the State of Florida.

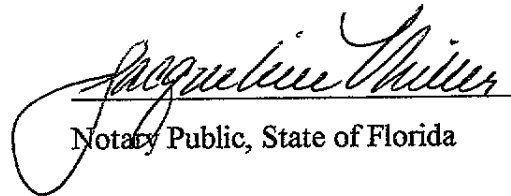


Wade Bradford, Incorporator

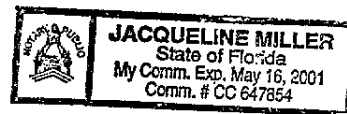
STATE OF FLORIDA

COUNTY OF ORANGE

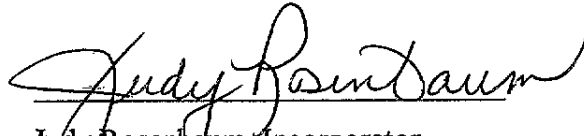
The foregoing instrument was acknowledged before me this 5th day of ~~November~~ ^{DECEMBER}, 2000,
by Wade Bradford, who has produced a Florida Driver's License as identification.



Notary Public, State of Florida



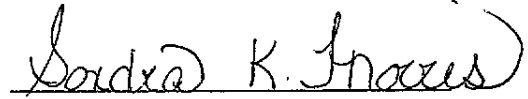
IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal
this 29th day of November, 2000, for the purpose of forming this not-for-profit Corporation under
the laws of the State of Florida.

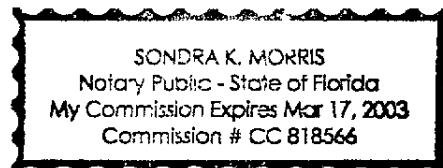

Judy Rosenbaum, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of November, 2000
by Judy Rosenbaum, who has produced a Florida Driver's License as identification.

FL.DL.# R251-438-49-811-0

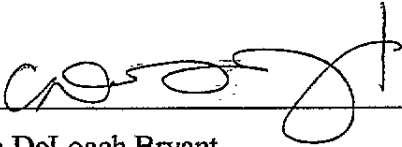

Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation ("Corporation") at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29 day of November, 2000.


Carla DeLoach Bryant

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TALLAHASSEE, FL 32399