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May 7, 2008

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

Re: Pensacola Christian College, Inc.
FEI Number 590940532
Submittal/Filing of Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Please find enclosed for filing the Amended and Restated Articles of Incorporation for Pensacola Christian College, Inc. along with the \$35.00 filing fee. This filing is sent on behalf of our client, Pensacola Christian College, Inc., and you may contact Eric French, attorney for PCC, at (404) 437-7022 if you have any questions related to this filing. Please return a stamped copy to me to pass on to our client. Thank you for your assistance.

Sincerely,

SCHIFF HARDIN LLP

A handwritten signature in cursive script that reads "Elaine Spitzer".

Elaine Spitzer

AT\8121922.1

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PENSACOLA CHRISTIAN COLLEGE, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

PENSACOLA CHRISTIAN COLLEGE, INC.

FILED
2008 MAY 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.0202 and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following amended and restated Articles of Incorporation:

1. **Name.** The name of the corporation is

PENSACOLA CHRISTIAN COLLEGE, INC.
2. **Registered Office and Registered Agent.** The complete address of the corporation's registered office in Florida is 250 Brent Lane, Pensacola, Florida 32523-2280, in the County of Escambia. The name of the registered agent at that address is Arlin R. Horton.
3. **Principal Office.** The complete address of the principal office of the corporation in the State of Florida shall be 250 Brent Lane, Pensacola, Florida 32523-2280, in the County of Escambia.
4. **Not for profit.** The corporation is not for profit.
5. **Purposes.** The purposes for which this corporation is organized are the establishment and support of any religious, charitable, scientific, literary or educational activities, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, either directly or indirectly through its cooperation with public or private agencies having like purposes or objects, 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, including pre-school, elementary school, secondary school, college, and graduate school. The education of students may be carried out through direct teaching on the campus or campuses, curriculum, DVDs, and any other teaching, training, and delivery methods and materials that are deemed appropriate for general education and Christian training. The corporation may also establish and operate radio and television stations for the transmitting of educational and religious programs at such times and in such manner as the Board of Directors shall direct. The Campus Church shall conduct regular services as a part of the religious ministry of the organization. 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 evangelical Christianity including the following basic truths:

The Bible is the inspired Word of God and the Christian's final authority from God (II Timothy 3:16). The birth of Jesus Christ is evidence of His Deity, in that He was Virgin born and was God in the flesh. (Matthew 1:20, I Timothy 3:16). The Blood of Christ, shed on Calvary, is the only Atonement for man's sin. (Hebrews 9:10) (I Peter 1:18-19, I John 1:9). The burial and bodily Resurrection of the Lord Jesus. His ascension into Heaven. (I Corinthians 15:1-3). The Body of Christ, called also The Church, is composed of all born-again believers who have by faith accepted Christ as Savior. (Ephesians 5). The Blessed hope of the personal return of the Lord Jesus back to earth again. (Titus 2:13). The believers call to a life of consecration as giving evidence to the world that Jesus saves, keeps and satisfies. (Romans 12:1).

In accordance with the teachings of the Word of God, this organization is committed to the following:

- (1) The instruction and education of students on the campus or campuses, in Christian schools and home schools located elsewhere, and through educational textbooks and materials distributed should always conform to the Word of God.
- (2) The organization serves and recruits its students from independent Bible-believing churches of America.
- (3) The organization shall sponsor regular religious services in the Campus Church, which is an important part of the organization's religious and educational activities; residence hall students are required to attend services of the Campus Church because these services play an integral part in their overall training toward being effective ministers and witnesses of the Gospel of Jesus Christ in churches Bible-believing upon their graduation.
- (4) The organization trains its ministerial students to serve as pastors and youth directors in independent Bible-believing churches. It also requires students to take Bible courses as may be appropriate, taught from a Biblical baptistic position.
- (5) Faculty and staff, together with hundreds of others not connected with the organization in any way, are welcome and do attend the Campus Church, which best emulates a Bible-believing church in both faith and practice.

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 purposes.

6. **Powers.** As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon not for profit corporations by the laws

of the State of Florida, including but not by way of limitation, those enumerated in Sections 617.0302 and 617.0303 of the Florida Not For Profit Corporation Act, and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 corporate purposes.

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Florida, any restrictions or limitations under federal law.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Florida concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Florida, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this amended and restated Articles of Incorporation, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.

7. **No Members.** This corporation shall have no members.
8. **Directors.** There shall be no fewer than three (3) members of the board of directors. The bylaws may provide that the directors be divided into two (2) or more classes for terms of office which may

expire at different times. The Bylaws of the corporation shall provide for the method of election of directors.

9. **Dissolution.** In the event of dissolution, the residual assets of the organization will be turned over to the A Beka Academy, Inc. If such organization is not then in existence or is not qualified as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, such assets shall be turned over 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 or to the federal, state, or local government for exclusively public purposes as approved by the Directors.

10. **Amendments.** The provisions of these amended and restated Articles of Incorporation are subject to amendment as provided under the laws of the State of Florida; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

11. **Other Provisions.** This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes of such chapter as amended or modified.

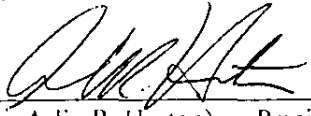
12. **Internal Revenue Code and Regulations.** All references in these amended and restated Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future law, together with all valid regulations thereunder.

The Amended and Restated Articles of Incorporation amend the Articles of Incorporation of the corporation which were granted by the Secretary of State of Florida on March 16, 1960, as previously amended on October 30, 1963, December 10, 1964, February 3, 1965, April 24, 1969, March 23, 1973 and April 9, 1984, to change the purposes of the corporation, to eliminate the provisions regarding

members of the corporation and to eliminate provisions no longer required by the Florida Not for Profit Corporation Act to be included. The amendments and the restatement of the Articles of Incorporation were duly adopted by the unanimous written consent of all of the members and of the Board of Directors dated March, 31, 2008.

Executed march 31, 2008.

PENSACOLA CHRISTIAN COLLEGE, INC.

By: 
(Dr. Arlin R. Horton) President

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