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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MEADOW POINTE CHRISTIAN ACADEMY, LLC

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**ARTICLES OF ORGANIZATION
OF
MEADOW POINTE CHRISTIAN ACADEMY, LLC**

The undersigned, acting as an authorized representative of the initial member of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company is MEADOW POINTE CHRISTIAN ACADEMY, LLC (the "Company") and its principal office and mailing address is 28119 County Line Road, Wesley Chapel, Florida 33543-5852.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and is not formed for pecuniary profit or financial gain. The Company shall be a not for profit company under the Florida Limited Liability Company Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. Accordingly, the Company shall be operated exclusively for the following exempt purposes:

(a) to provide educational programs, training and opportunities for children within the meaning of the term "educational" in §501(c)(3) of the Code;

(b) to operate a Christian academy that provides quality child care and pre-school services in an environment that emphasizes Christian love, ministry in sharing the truth of Jesus Christ with children and their families, Biblical principles and values, and serve as an evangelistic outreach ministry of the First Baptist Church of New Tampa in New Tampa and its surrounding communities;

(c) to provide quality childcare and pre-school school services to children, parents and families that meets their physical, spiritual, emotional and educational needs and enables them to develop and build strong Christian children and families;

(d) the Company shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber,

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sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the operating agreement of the Company;

(e) the Company shall further be authorized to invest, reinvest, and administer the principal or the income of the Company's assets in such manner as, in the judgment of the members, will best promote the purposes of the Company and shall be further authorized to exercise each and every power and right granted to a not for profit organization under the laws of the State of Florida as may be necessary for the furtherance of its purposes, all in accordance with its Operating Agreement or as the same may be hereafter modified or amended;

(f) to collect funds in furtherance of the Company's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(g) no part of the funds of the Company shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Company is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Company from its operations, after the payment in full of all debts and obligations of the Company of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(i) the Company shall have a racially non-discriminatory policy as to accepting applications for the admission to the academy on the basis of race, color or national or ethnic origin and to all the rights, privileges, programs and activities that may be made available to children served by the Company; and

(j) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is Randy K. Sterns.

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ARTICLE V
MANAGEMENT OF THE COMPANY

The Company shall be managed by its members in the manner set forth in the Company's Operating Agreement.

ARTICLE VI
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VII
DISTRIBUTION OF ASSETS

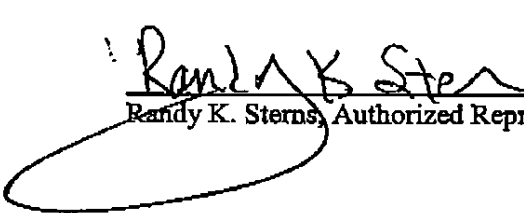
In the event of dissolution of the Company, the residual assets of the Company will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the federal, state or local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Company shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE VIII
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS AND MANAGERS

The Company shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director, officer or manager of this Company, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 6th day of June, 2007.


Randy K. Stern, Authorized Representative

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, MEADOW POINTE CHRISTIAN ACADEMY, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Randy K. Sterns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


Randy K. Sterns, Authorized Representative**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


Randy K. Sterns

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