

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# N00000001341

Warner Southern College  
Foundation, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Art of Inc. File  
LTD Partnership File  
Foreign Corp. File  
L.C. File  
Fictitious Name File  
Trade/Service Mark  
Merger File  
Art. of Amend. File  
RA Resignation  
Dissolution / Withdrawal  
Annual Report / Reinstatement  
Cert. Copy  
Photo Copy  
Certificate of Good Standing  
Certificate of Status  
Certificate of Fictitious Name  
Corp Record Search  
Officer Search  
Fictitious Search  
Fictitious Owner Search  
Vehicle Search  
Driving Record  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
Courier

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

T. SMITH MAR 01 2000

**ARTICLES OF INCORPORATION  
OF  
WARNER SOUTHERN COLLEGE FOUNDATION, INC.**

FILED  
00 MAR - 1 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I**

The name of the corporation shall be WARNER SOUTHERN COLLEGE FOUNDATION, INC., and the principal office shall be located at 5301 U.S. Highway 27 South, Lake Wales, Florida 33853.

**ARTICLE II**

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Foundation Board of Trustees may be paid for services rendered to or for the corporation. 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, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by 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 by a corporation, contributions to which 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).

### ARTICLE III

This corporation is organized and is to operate exclusively to support WARNER SOUTHERN COLLEGE of Lake Wales, Florida, Inc. in its endeavor to meet its mission statement and to offer quality Christian education to its students. To accomplish this purpose the Corporation shall invest and reinvest its endowment funds and any future gifts or contributions received by the Corporation in such manner as will generate revenues to assist WARNER SOUTHERN COLLEGE to achieve its goals as determined by its Board of Trustees from time to time. The Corporation shall invest and reinvest its funds and make distributions therefrom in accordance with an investment policy established by the Corporation's Board of Trustees from time to time.

### ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:

1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to WARNER SOUTHERN COLLEGE of Lake Wales, Florida, Inc. so long as it shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and failing that, to such other organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Such other organizations should be engaged in activities which are reasonably comparable to those conducted or supported by WARNER SOUTHERN COLLEGE of Lake Wales, Florida, Inc. at the time this corporation was formed if at all possible.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE VI

Except as otherwise provided therein, the By-Laws of this corporation shall be made, altered and rescinded by a two-thirds majority vote of the Trustees voting at any regular Trustees meeting or at a special meeting called for that purpose.

#### ARTICLE VII

The name and residence of the subscriber is as follows:

Norman White  
c/o Warner Southern College  
5301 U.S. Highway 27 South  
Lake Wales, Florida 33853

## ARTICLE VIII

The membership in the corporation shall consist solely of the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

## ARTICLE IX

The affairs of this corporation shall be managed by a Chairman, President, Secretary, Treasurer and a Board of not less than three (3) Trustees and no more than ten (10) Trustees and by such other officers of the corporation as the corporation may hereafter see fit to name and designate. The number of Trustees may be increased from time to time by the Bylaws of the Corporation, but shall never be less than three (3) members or more than ten (10) members.

(a) Board of Trustees. The initial Board consisting of three (3) Trustees shall be composed of those persons hereinafter named:

JAMES B. CHAPMAN  
5208 Coral Boulevard  
Bradenton, FL 34210

DONALD PICKETT  
c/o Warner Southern College  
5301 U.S. Highway 27 South  
Lake Wales, Florida 33853

NORMAN WHITE  
225 E. Park Avenue  
Lake Wales, FL 33853

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first meeting, and at all times thereafter, shall serve for a term of three (3) years so arranged that one-third of the Board, as nearly as may be, come up for election at each annual meeting. Annual meetings shall be held within 150 days after the beginning of the calendar

year at the principal office of the Corporation, or at such other place and date as the Board of Trustees may designate from time to time by resolution.

(b) Corporate Officers. The Board of Trustees shall elect the following officers: Chairman, President, Treasurer and Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, such officers shall be elected at the board of trustees meeting immediately after the annual meeting of members of the Corporation. Until such election is held, the following individuals shall serve as corporate officers:

Chairman: JAMES B. CHAPMAN

President: GREGORY HALL

Secretary: DONALD PICKETT

Treasurer: DONALD PICKETT

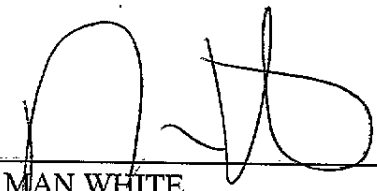
#### ARTICLE X

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The amendment must be proposed by a resolution adopted by a two-thirds vote of the voting members of a quorum of the Board and then submitted to a quorum of the members for their vote. The proposed amendment must be approved by a two-thirds vote of a quorum of the voting members of the Corporation

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal this 22<sup>nd</sup> day of FEBRUARY, 2000.

Signed, Sealed and Delivered  
in the Presence of:

  
BRENDA J. KAVELAK (Type or Print Name)

  
NORMAN WHITE

Susan B. Coyne  
**SUSAN B. COYNE** (Type or Print Name)

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of FEBRUARY, 2000, by NORMAN WHITE, who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.

Brenda J. Kavelak  
Notary Public/State of Florida  
at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA  
BRENDA J. KAVELAK  
COMMISSION # CC723223  
EXPIRES 5/11/2002  
BONDED THRU ASA 1-889-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

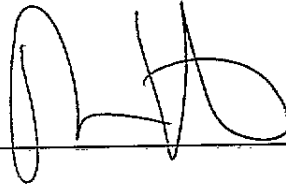
FIRST--That WARNER SOUTHERN COLLEGE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Lake Wales, County of Polk, State of Florida, has named NORMAN WHITE, located at 225 East Park Avenue, Lake Wales, Florida, 33853 as its agent to accept service of process within this state.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

NORMAN WHITE  
DESIGNATED AGENT



C:\bj\CLIENTS\w-v-w\warnersouther\ARTICLES\INC NonProfit.wpd ♦ February 18, 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA