

CARLA DELOACH BRYANT
JOHNSON & BRYANT
ATTORNEYS and COUNSELORS AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
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N000000002231

February 1, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation

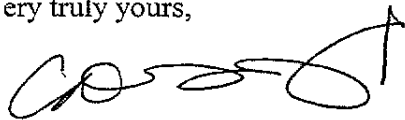
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*****43.75 *****43.75

Dear Sir or Madam:

Enclosed find:

1. Amended Articles of Incorporation for **The Beacon Foundation, Inc.**; and
2. Check in the amount of \$43.75 for the amendment fee and certificate cost.

Very truly yours,



Carla DeLoach Bryant

CDB/bs
enclosure
c. The Beacon Foundation, Inc.
file

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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cert copy
Amend

CARLA DELOACH BRYANT, P.A.
JOHNSON & BRYANT
ATTORNEYS and COUNSELORS AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
TELEPHONE: 407.740.5005 FACSIMILE: 407.740.5025
e-mail: cdbattorney@mpinct.net

February 23, 2001

Ms. Carol Mustain
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref. Number N00000002231

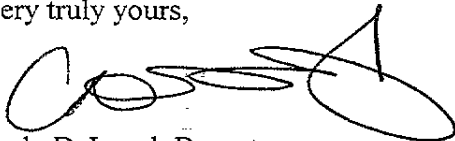
Dear Ms. Mustain:

Enclosed find the Adoption Member pursuant to your request in Letter Number 501A00009905.
Please forward a copy of the filed Amended Articles.

Thank you for your assistance.

I remain

Very truly yours,

A handwritten signature in black ink, appearing to read 'Carla DeLoach Bryant', with a large, stylized flourish at the end.

Carla DeLoach Bryant

CDB/bs
enclosure
c. client file

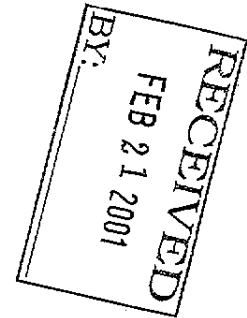


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 2001

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

SUBJECT: THE BEACON FOUNDATION, INC.
Ref. Number: N00000002231



We have received your document for THE BEACON FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 501A00009905

**AMENDED ARTICLES OF INCORPORATION FOR
THE BEACON FOUNDATION, 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: THE BEACON FOUNDATION, INC. ("Foundation"). The initial principal office location of the foundation is 731 East Fairlane Avenue, Orlando, Florida 32809. The mailing address is the same.

**ARTICLE II.
TERM OF EXISTENCE**

This Foundation shall have perpetual existence.

**ARTICLE III.
POWERS, OBJECTIVES AND PURPOSES OF THE FOUNDATION**

This Foundation 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 foundation is organized are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (A). To assist in and contribute to the academic and physical growth and development of the ministries and activities of Pine Castle Methodist Church, Inc. including Pine Castle Christian Academy, an activity of Pine Castle Methodist Church, Inc.;
- (B). To provide financial assistance with tuition and other fees to those students of Pine Castle Christian Academy 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 Foundation.

This Foundation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this foundation, 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 Foundation 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 sole voting member of the Foundation shall be the Pine Castle Methodist Church, Inc.

ARTICLE V.

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Joseph Kilpatrick 731 East Fairlane Avenue
Orlando, Florida 32809

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Foundation shall be 731 East Fairlane Avenue, Orlando, Florida 32809, and the name of the initial registered agent for the Foundation shall be Joseph Kilpatrick.

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 Foundation. The manner of election and discharge of the directors of the Foundation shall be provided in the Bylaws of the Foundation.

ARTICLE VIII.
INITIAL DIRECTORS

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

Chuck Carns 731 East Fairlane Avenue
Orlando, Florida 32809

Tony Cenicola 731 East Fairlane Avenue
Orlando, Florida 32809

Eric deArrigoitia 731 East Fairlane Avenue
Orlando, Florida 32809

Joseph Kilpatrick 731 East Fairlane Avenue
Orlando, Florida 32809

Duane Kuck 731 East Fairlane Avenue
Orlando, Florida 32809

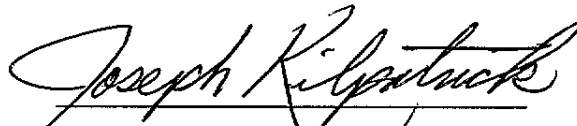
Gary Meloon 731 East Fairlane Avenue
Orlando, Florida 32809

Jack Walston 731 East Fairlane Avenue
Orlando, Florida 32809

ARTICLE IX.
DISSOLUTION

In the event of dissolution, the residual assets of The Beacon Foundation will be turned over to Pine Castle Methodist Church, Inc, a Florida non-profit Corporation, and if Pine Castle Methodist Church, Inc. has ceased to exist as an exempt entity organized under Section 501(c)(3), 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 31 day of January, 2001, for the purpose of forming this not-for-profit Foundation under the laws of the State of Florida.


Joseph Kilpatrick, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31 day of January, 2001, by, Joseph Kilpatrick who has produced Florida Driver's License No. K413-499-41-402-3 as identification.


Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation ("Foundation") 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 31 day of January, 2001.


JOSEPH KILPATRICK

ADOPTION BY MEMBER

Pine Castle Methodist Church, Inc., as the sole voting member of The Beacon Foundation, Inc., hereby adopts the amended Articles of Incorporation for The Beacon Foundation, Inc. on this 27 day of February, 2001.


Blake Lorenz, Senior Pastor
Pine Castle Methodist Church
(Agent for the Member)