

099558 DIV OF COR. LTR

C10-00-6074

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUPERCANNEL CENTRE, INC.

FILED IN OFFICE
CIVIL DIV.
2000 SEP 11 A 9:58
CLERK OF CIRCUIT COURT
ORANGE CO., FL

The undersigned incorporator and President of Supercannel Centre, Inc., for the purpose of converting the corporation from a for-profit corporation to a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

1. Name. The name of the corporation shall be Supercannel Centre, Inc.
2. Principal Office. The principal place of business and mailing address of this corporation shall be: 4520 Parkbreeze Court, Orlando, Florida 32808.
3. Purposes. This corporation is organized and shall be administered and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and in particular:
 - a. To operate exclusively for the benefit of Associated Christian Television System, Inc. ("ACTS"), a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(c) of the Internal Revenue Code of 1986;
 - b. to own property, including real property and tangible and intangible personal property, to be operated, invested and otherwise used for the benefit of ACTS;
 - c. to make distributions to ACTS for its religious, charitable and educational purposes, determined from time to time by the directors of the corporation, in their sole and exclusive discretion; and
 - d. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

SEE COURT ORDER ATTACHED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to accomplish the foregoing purposes and for no other purpose or purposes, the corporation shall have all of the powers granted to non-stock corporations by §617.0302 of the Florida Not-for-Profit Corporation Act; provided however, that the corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Members. The corporation shall no members.

5. Manner of Election of Directors. The directors shall be elected in the manner set forth in the Bylaws of the corporation.

6. Initial Registered Agent and Street Address. The name and address of the initial registered agent are: Claud Bowers, 4520 Parkbreeze Court, Orlando, Florida 32808.

7. Bylaws. The Board of Directors of this Corporation shall provide such bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

8. Other Provisions.

a. No part of the net income 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 actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof. 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 or against any candidate for public office.

b. Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

c. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities (1) not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code; or (2) that would preclude it from satisfying the requirements of Section 509(a)(3) of such Code.

d. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to Associated Christian Television System, Inc., if it is then exempt under Section 501(c)(3) of the Internal Revenue Code of 1986. If it is not then

so exempt, the remaining assets shall be distributed exclusively for the corporation's religious, charitable and educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

9. Amendments. These Articles of Incorporation may be amended in any manner permitted by the Florida Not-for-Profit Corporation Act; provided that any such amendment shall not be effective or filed unless endorsed with the express written consent of Associated Christian Television System, Inc.

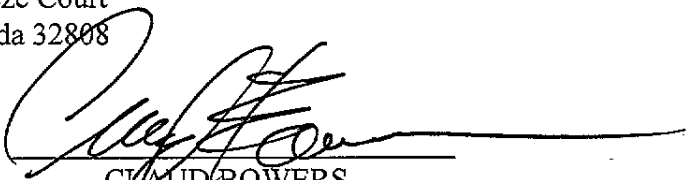
10. Initial Directors. The names and addresses of each initial director of the corporation are:

Claud Bowers	4520 Parkbreeze Court Orlando, Florida 32808
Freeda Bowers	4520 Parkbreeze Court Orlando, Florida 32808
P.B. Howell, Jr.	603 Gibson Street Leesburg, Florida 34748
Stephen W. Beik	2229 Earleaf Court Longwood, Florida 32779

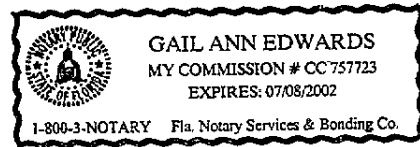
11. Incorporator. The name and address of the incorporator of these Articles of Incorporation is:

Claud Bowers
4520 Parkbreeze Court
Orlando, Florida 32808

Dated: 8-17-00


CLAUD BOWERS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and in the County aforesaid to take acknowledgments, personally appeared Claud Bowers, President of Superchannel Centre, Inc., (x) who is personally known to me or () who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 17day of August, 2000.

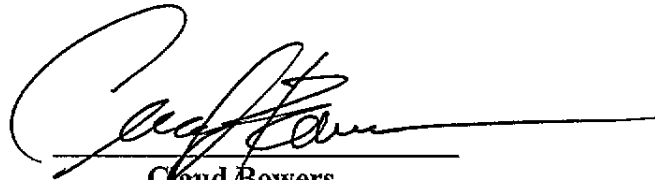
Gail Ann Edwards
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 SEP 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

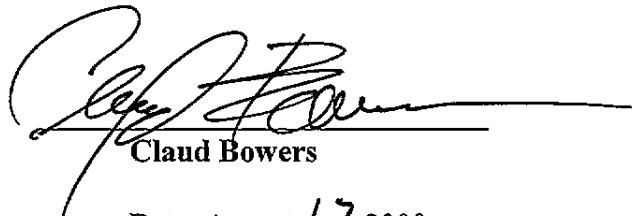
1. The name of the corporation is: SUPERCHANNEL CENTRE, INC.
2. The name and address of the registered agent is: Claud Bowers, 4520 Parkbreeze Court, Orlando, Florida 32808.



Claud Bowers
Title: Incorporator

Date: August 17, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

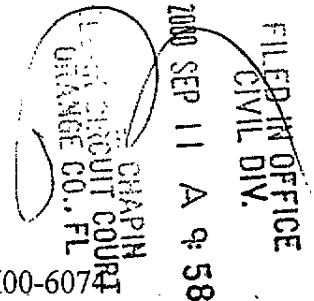


Claud Bowers

Date: August 17, 2000



IN THE CIRCUIT COURT OF THE
NINTH JUDICIAL CIRCUIT, IN AND
FOR ORANGE COUNTY, FLORIDA



IN RE:

SUPERCANNEL CENTRE, INC.

CASE NO. CI00-6074

ORDER ON PETITION FOR CONVERSION TO A CORPORATION NOT-FOR-PROFIT

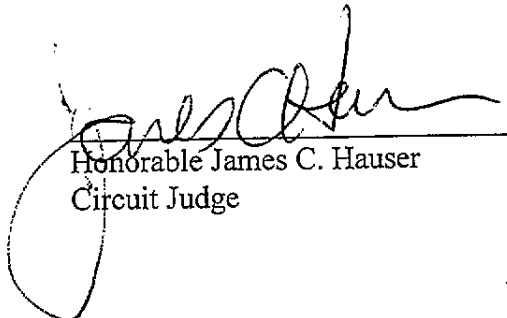
THIS CAUSE having come before the Court on petition of SUPERCANNEL CENTRE, INC. for conversion to a corporation not-for-profit and the Court having reviewed the petition and proposed articles and being advised in the premises, it is hereupon

ORDERED AND ADJUDGED as follows:

1. The Court finds that the petition and proposed articles are in proper form pursuant to Florida Statutes §617.1806.
2. The Court therefore GRANTS the petition and the Amended and Restated Articles of Incorporation of Superchannel Centre, Inc. are APPROVED.
- ➔ 3. All of the property of Superchannel Centre, Inc. shall become the property of the successor corporation not-for-profit subject to all of the indebtedness and liabilities of the petitioning corporation.
4. A certified copy of this Order shall be attached to the Amended and Restated Articles

of Incorporation and shall constitute this Court's endorsement of approval pursuant to Florida Statutes §617.1807.

DONE AND ORDERED in Chambers of Orange County, Florida this 7 day of
September 2000.


Honorable James C. Hauser
Circuit Judge

