

Division of Corporations

Page 1 of 1

No 10000002429

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

WESTMINSTER CHRISTIAN SCHOOL FOUNDATION, INC.

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AMEND
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 12, 2002

WESTMINSTER CHRISTIAN SCHOOL FOUNDATION, INC.
6855 S W 152ND STREET
MIAMI, FL 33157

SUBJECT: WESTMINSTER CHRISTIAN SCHOOL FOUNDATION, INC.
REF: N01000002429

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WESTMINSTER CHRISTIAN SCHOOL FOUNDATION, INC.

Pursuant to the provisions of Sections 617.1002 and 617.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

WESTMINSTER CHRISTIAN SCHOOL FOUNDATION, INC.

2. The Articles of Incorporation are hereby amended by deleting Article II in its entirety and substituting therefor the following:

"ARTICLE II. PURPOSE

Purpose

The specific purpose for which the Corporation is organized is to solicit, receive, hold, invest and administer property for, and to make expenditures exclusively to and for the benefit of, Westminster Christian Private School. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law."

3. The Articles of Incorporation are hereby further amended by adding a new Article VII to read as follows:

"ARTICLE VII. INDEMNIFICATION

(a) The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Not For Profit Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise.

Audit No. H 02000196264 4

Audit No. H 02000196264 4

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Not For Profit Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise."

4. The Articles of Incorporation are hereby further amended by adding a new Article VIII to read as follows:

"ARTICLE VIII. CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its member (unless the member is an organization that qualifies as an exempt organization under Internal Revenue Code Section 501(c)(3)), 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 purposes as set forth herein.

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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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 (the "Code")."

5. The Articles of Incorporation are hereby further amended by adding a new Article IX to read as follows:

Audit No. H 02000196264 4

Audit No. H 02000196264 4

"ARTICLE IX. DISPOSITION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to the Member if such Member is at that time exempt from taxation under Internal Revenue Code Section 501(c)(3), or if the Member is not so exempt, then to such organizations which are exempt under Code Section 501(c)(3) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes."

6. The foregoing Amendment was adopted by the Board of Directors and a majority vote of the Members of the Corporation on April 24, 2002, in the manner prescribed by Section 617.1002 of the Florida General Corporation Act, and the number of votes cast by the members was sufficient for approval thereof.

24th IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this April day of April, 2002.

WESTMINSTER CHRISTIAN SCHOOL
FOUNDATION, INC.

(Corporate Seal)

By: 

Lewis Fraser

Its: President

Audit No. H 02000196264 4