

TRANSMITTAL LETTER

*No 1000002781*

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**FILED**  
01 APR 17 AM 9:23  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: HERITAGE CHRISTIAN ACADEMY, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800004012938--1  
-04/17/01--01050--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: FIRST CHURCH of the NAZARENE  
Name (Printed or typed)

*WILLIAM A.  
BROWN*

P. O. Box 819

Address

WINTER HAVEN, FL 33882-0819

City, State & Zip

863 - 293 - 0690

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF

**Heritage Christian Academy, Inc.**

(A Florida Not For Profit Corporation)

FILED

01 APR 17 AM 9:23

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned being a citizen of the United States, and acting as the incorporator of a not for profit corporation organized pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I – NAME**

The name of the corporation shall be HERITAGE CHRISTIAN ACADEMY, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The principal address of the corporation is 560 3<sup>rd</sup> Street, S. W., Winter Haven, Florida 33882. Its mailing address is currently P. O. Box 819, Winter Haven, FL 33882-0819.

**ARTICLE III – PURPOSE**

This corporation is formed for educational and religious purposes including:

To found, establish, conduct, maintain, operate and perpetuate a Christian pre-school, primary, elementary, and secondary school in Polk County, Florida, where students may obtain, a Classical education with particular reference to teaching and preparing students morally, spiritually, mentally and physically for a successful, productive life and for higher education in colleges and universities; and

To establish and operate the Heritage Christian Academy, Inc., on principals in keeping with the teachings and traditions of the Church of the Nazarene as found in the Articles of Faith of said Church, and

To do any lawful and proper act that may be necessary or expedient for the founding, operating, maintaining and expanding a Christian school, including normal and customary school-related functions including, but not limited to conducting: fund-raising activities, sporting, cultural and religious events; awarding scholarships to deserving students and other incidental and insubstantial activities.

The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full use and proper management of the school herein contemplated; and

As a Nazarene Christian school, the Heritage Christian Academy, Inc., affirms its loyalty to the doctrine, discipline and worship of the Church of the Nazarene.

#### ARTICLE IV - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### ARTICLE V - TYPE OF CORPORATION

The corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

#### ARTICLE VI - DURATION

The period of duration of the corporation shall be perpetual.

#### ARTICLE VII - PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- 1) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, with amendments as it currently exists, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (1) or (2) of the Code.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons; provided, however, 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 these Articles.
- 3) The powers of the corporation shall be limited by the purposes of the corporation as set forth in Article III, above.
- 4) The assets of Heritage Christian Academy, Inc., are dedicated to religious and educational purposes. In the event of the dissolution of the corporation for any reason, its assets

shall be distributed to First Church of the Nazarene of Winter Haven, Florida, Inc., an organization recognized as exempt under § 501(c)(3) of the Internal Revenue Code.

5) Heritage Christian Academy, Inc., is dedicated to a racially nondiscriminatory policy as to students and staff. Discrimination based on race, color or national or ethnic origin is not a permitted activity under this Charter.

## ARTICLE VIII – SCHOOL BOARD

Section 1. The operation and conduct of all of the business and affairs of this corporation shall be managed by a School Board, which shall consist of no less than seven nor more than twenty-five (25). The School Board shall be duly elected by the Members of this corporation (the Board of Directors of First Church of the Nazarene of Winter Haven, Florida, Inc.). The procedure for, and manner of their election shall be determined in such manner as is set forth in the Bylaws of Heritage Christian Academy, Inc.

Section 2. The School Board, by amendments to its Bylaws shall, have the power to change the number of its Members, within the limits set forth in Section 1 of this Article.

Section 3. The term of office of the Members of the School Board shall be one (1) year, commencing on July 1<sup>st</sup> of each year, except that the terms of office of the members of the first School Board denominated below, shall expire on June 30, 2002. The School Board members shall be elected by the members of this corporation (which are the Board of Directors of First Church of the Nazarene of Winter Haven, Florida, Inc.) so that the School Board Members may take office on July 1, of each year. The members shall nominate, discuss and vote for School Board Members according to procedures established by the Bylaws of this corporation.

Section 4. The School Board shall include two (2) ex-officio voting members who shall not be counted for the purpose of determining a quorum. The Senior Pastor and the Director of Christian Education of First Church of the Nazarene of Winter Haven, Florida, Inc., shall be ex-officio members of the School Board with all of the voting rights of regular members. The two ex-officio members are in addition to the numerical limits set by Section 1, above.

Section 5. Members of the School Board shall be professing Christians. A majority of the Members of the School Board shall be general members of First Church of the Nazarene of Winter Haven, Florida, Inc.

Section 6. The first School Board shall consist of the following individuals:

William A. Brown, Chairman

827 Reflections Loop East, Winter Haven,  
FL 33884

Martha Legg

802 Eagle Pond Drive  
Winter Haven, FL 33884

Brenda Attaway	1131 Interlochen Blvd. Winter Haven, FL 33884
Melissa Benton	808 Carlton Court, S. E. Winter Haven, FL 33884
Dina Williams	3225 Courtney Drive Lake Wales, FL 33853
Karen Gagnon	209 Crystal Court Winter Haven, FL 33880
Beau Barker	4802 Wales Street Lake Wales, FL 33853
Wendy Walters	6701 Winterset Gardens Road Lake Wales, FL 33853

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 560 3<sup>rd</sup> Street South West, Winter Haven, Florida 33882, and the name of the initial registered agent of the corporation at that address is William A. Brown.

#### ARTICLE X – INCORPORATOR

The names and street addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Gerald W. Woods	314 Lake Mariam Blvd. Winter Haven, FL 33884

#### ARTICLE XI – MEMBERSHIP

The members of this corporation shall be those persons who from time to time constitute the Board of Directors of the First Church of the Nazarene of Winter Haven, Florida, Inc.

#### ARTICLE XII - BYLAWS

The initial bylaws of the Corporation shall be adopted by the School Board. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the School Board.

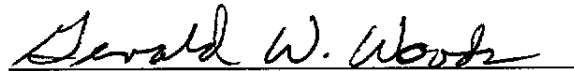
#### ARTICLE XIII - DISSOLUTION.

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of the corporation shall be distributed to First Church of the Nazarene of Winter Haven, Florida, Inc., an organization recognized as an exempt organization under Section 501(c) (3) of the Internal Revenue Code

ARTICLE XIV – AMENDMENT

These Articles may be amended, altered, changed or repealed by a majority vote of the members of this corporation.

The undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_ day of April 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



GERALD W. WOODS

Senior Pastor First Church of the Nazarene  
of Winter Haven, Florida, Inc.

**REGISTERED AGENT AND OFFICE CERTIFICATE**

**FILED**  
01 APR 17 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 617.023, Florida Statutes, the following is submitted:

The **HERITAGE CHRISTIAN ACADEMY, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 560 3<sup>rd</sup> Street, South West, Winter Haven, Florida 33882, has named **WILLIAM A. BROWN**, located at the same address, as its Registered Agent to accept service of process within the State of Florida; and,

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, **WILLIAM A. BROWN** hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

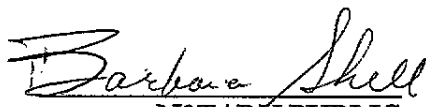
  
**WILLIAM A. BROWN**

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 2001, by **WILLIAM A. BROWN**, who is personally known to me.



Barbara Shell  
MY COMMISSION # CC730457 EXPIRES  
May 1, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

  
**NOTARY PUBLIC**

Printed Name of Notary  
My Commission Expires: