

NO1000005920

TRANSMITTAL LETTER

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

SUBJECT: SOUTH FLORIDA CHRISTIAN COLLEGE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800004538428--8
-08/16/01--01051--017
*****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: STEVEN A. RODRIGUEZ
Name (Printed or typed)

75 PINE STREET
Address

ENGLEWOOD, FL 34223
City, State & Zip

941-474-5884
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

REGISTER AUG 21 2001

South Florida Christian College

**ARTICLES OF INCORPORATION – NOT FOR PROFIT
Also known as “CORPORATE CHARTER”**

Article I – Name of Corporation

The name of this corporation shall be *South Florida Christian College Inc.* This organization is structured to raise funds for the building of a Christian college in southwest Florida, either in Charlotte or Sarasota County, Fla. This shall be the governing board of the college once those funds have been raised, the college has been duly formed, and classes have commenced. The first day of on-campus classes shall constitute the commencement of classes.

Article II – Principal Office Site

The principal place of business and mailing address of this corporation shall be: *Calvary Baptist Church, 75 Pine Street, Englewood, Florida, 34223.* The office site for this corporation shall remain in place until such time as the college has been formed and classes have commenced. At such time a duly formed Board shall move said offices onto the campus proper.

Article III – Purpose/Organizational Statement

The purpose for which this corporation has been organized is not-for-profit, and all revenue derived therefrom shall be for the edification and support of the organization: 1) to raise funds for the construction and the commencement of classes of a Christian college in southwest Florida; 2) to make all necessary financial decisions and business decisions related to the completion of said college; 3) to choose a site for said college; 4) to organize and provide the necessary committees to develop a curriculum and structure the campus programs; 5) to make all decisions necessary to construct a Christian college in southwest Florida; 6) to defer decisions of day-to-day operations as well as tactical planning to the executive director and chairman of the Board; and, 7) after classes have commenced, to serve as the final authority on the day-to-day operations of the college, including those decisions delegated by policy and necessity.

This Board believes in the Articles of Faith attached as Amendment 1 to this document and all decision-making is based upon the following:

- 1) That God is the Creator of the universe;
- 2) That the Bible is divinely inspired, God's Holy Word, and is literal in its interpretation;
- 3) That Jesus Christ is our Lord and Savior and for whom no man can reach Heaven without accepting Christ.

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- 4) That ALL decisions of this Board will be governed by the Scriptures and God's divine inspiration.

Article IV – Board of Directors/Election/Appointment

The Board of Directors of South Florida Christian College shall be made up of at least 3, but no more than 9, and always an odd number, of representatives from our supporting churches who are representative of our Steering Committee (hereinafter referred to as "member churches"). A list of those Board members, with their names, home addresses, and phone numbers shall be kept at the corporate offices as well as on file with the Department of State, Division of Corporations, with these Articles of Incorporation.

The first Chairman of the Board and the co-founder of this corporate charter shall be Dr. Wallis Metts, Senior Pastor of Calvary Baptist Church, Englewood, Florida, President of Heritage Christian Academy, and the President of WSEB Radio. His term of office as Chairman shall be through the first 2 years of the start of college classes. The definition of college classes shall NOT include On-line or distance learning coursework, but shall instead be defined as classes held on-campus and commencing on a date certain. On the first day of the third year of classes, the Board shall determine at their next regularly scheduled meeting who will be the next Board Chairperson, as defined supra.

The first Executive Director of the Board and the co-founder of this corporate charter shall be Dr. Steven Rodriguez, J.D., Headmaster of Heritage Christian Academy. The Executive Director serves at the pleasure of the Chairman, and can be removed from office solely by the Chairman. His/her term of office is subject to the Chairperson, and has no limitation or time constraint. The Executive Director would remain in office at the time of rotation in the Chairmanship, but the succeeding chairperson is under no obligation to keep the Executive Director, and instead has sole authority to appoint his own. His duties shall be to carry out the good offices of this corporation, and be the individual who carries out the goals and work product of said corporation till all objectives have been met.

The Co-Chairperson of the Board and the Co-founder of this corporate charter shall be Pastor Garry Clark, senior Associate Pastor of Calvary Baptist Church, Englewood, Florida. Pastor Clark shall have the same term of office as the Chair listed infra.

Permanent Board Membership. Dr. Wallis Metts, Dr. Steve Rodriguez, and the Reverend Garry Clark shall remain permanent Board members for the life of this organization. All member churches have a permanent seat on the Board of Directors.

The three permanent Board Chairs can only be replaced by death. Resignation would leave the chair vacant, and could only be filled upon the permanent board member's death. Upon death of a permanent board member the seat passes to his legal heir. Once having passed to a legal heir, his/her rights to that seat can be forfeited by non-response,

non-participation, or resignation. Non-responsiveness and non-participation would be defined as not attending three (3) consecutive Board meetings, or three (3) out of the first five (5) required meetings of the Board.

Board of Directors. The Board of Directors shall be comprised of members appointed to this Board by the respective Pastors of Churches who are serving as the Steering Committee (member Churches) for our corporation, South Florida Christian College.

Criteria for Board Membership. 1) Board members must sign our Articles of Faith and Standard's of Conduct forms and can only be removed from office for violating these standards (hereinafter referred to as "Standard's requirements"). Said forms can be found in the offices of our principal place of business.

- 2) Removal from office can only occur by the senior Pastor of the Board member's church, resignation, or by supermajority vote of the existing Board based upon allegations and evidence that a Board member has violated our Standard's Requirements.
- 3) Supermajority vote, as defined herein, are 2-1, 4-1, 5-2, or 7-2 votes.
- 4) Member's of the Board must be on the Pastoral staff of their church. Names submitted by a Member Church of those not on the staff must be approved by unanimous vote of the Board.
- 5) Board members must have met the Standard's Requirements a full one year before joining the Board.

Length of time for Board to be seated. This existing Board shall be seated once they have joined, and shall remain seated until the first regularly scheduled meeting that follows the first day of classes of the third school year. Their ministry names shall be provided at some time after the organizational meeting and their church shall have a permanent seat on the Board so long as the pursuit of an institution exists, or so long as the college is in existence. However, individual Board members, as appointed by their church, must begin a two-year rotation program once the first day of classes of the first year has commenced. After the proscribed two-year period, the member church must submit another appointee within 60 days or lose their seat on the Board.

Voting. 1) Voting cannot be by proxy. The Board shall implement a future on-line voting system once the college has commenced classes. Until such time all votes must be made in person at proscribed Board meetings. Meetings shall have sufficient notice of at least 30 calendar days. Seated Boards can call emergency Board meetings to deal with specific situations within one full year of the *projected* commencement of classes.

- 2) The Board shall vote by supermajority to select a chairperson every two years once classes have commenced.
- 3) The Board shall select a college President by supermajority vote within the time-frame necessary to begin classes, and the Board shall vote by supermajority on said President's salary. The Board shall keep said salary within 10% of the comparable average of

administrators within our geographic region with colleges of the same character, size, and expectations.

- 4) The Board shall vote on an annual budget each fiscal year which begins July 1st.
- 5) The Board shall set the salary structure for the teaching staff until the President has taken office and has been presented with an approved budget, after which time the college president shall be responsible for setting and meeting budgetary obligations - after the revenue projections have been approved by the Board. Presidential decisions on salary structure can be over-ridden by supermajority vote, and therefore the President should seek the advice and consent of the Board to prevent circumstances detrimental to the welfare and morale of our teaching staff.
- 6) All school matters can be subject to Board approval prior to the commencement of classes. Day-to-day operations of the Corporation shall fall within the purview of the Chairperson and the Executive Director, who have sole authority to act on behalf of the Board until one year after the projected commencement of classes. Individual members as well as their appointing church will be provided with a public accounting of all budgetary matters on a quarterly basis - but expenditure of those funds rests with the Chair and the Executive Director. At one year before commencement date, a well-structured business office and policies related thereto shall be formulated by this Board, placed in writing, and the Chair and/or the Executive Director shall carry out the Board's financial wishes according to our established business office policies and practices.
- 7) This Board remains seated until 2 years after the commencement of classes.
- 8) No funds shall be expended but for the promotion of, operation of, and formation of, the college.
- 9) No Board member shall receive ANY remuneration for his/her service on this Board. No reimbursements of funds will be provided. All expenditure on behalf of the college must come from the Board's account. This does not preclude any Board member from expending their own funds, provided they understand that the Corporate charter precludes re-imburement.
- 10) For Board members to receive payment for their service, the college must be in session for 2 full years, and the Board vote unanimously for Board salaries.
- 11) The Board may hire staff to complete the task of building and starting South Florida Christian College. This would be with a unanimous vote, not supermajority. Such staff would include curriculum development, the nationwide recruitment of students and the nationwide recruitment of teachers.
- 12) If a legal, called vote is not designated as to procedural questions, then said vote is by supermajority,

Corporate Finances. 1) All corporate financial matters are to be resolved by supermajority vote.

- 2) Until the commencement of classes, a checking account shall be maintained for the purposes of doing business on behalf of South Florida Christian College.
- 3) Upon the commencement of classes, the Board shall vote on more sophisticated financing mechanisms and procedures, in keeping with the Business office of the college. Procedures for said office should be in place, by Board vote, no later than one full year before the Commencement of classes.
- 4) The Chair and the Executive Director have authority to pursue interest-bearing accounts for donations to the College.
- 5) It is incumbent upon each Board member to solicit financial support from all interested parties.
- 6) Donations in excess of \$100,000 cannot be spent without Board supermajority approval.

Meetings. Board meetings shall be called on a quarterly basis until commencement of classes, at said time the Board shall vote on their meeting schedule. A recording secretary shall be selected, and minutes of each meeting shall be forwarded to our Board membership within two weeks of that particular meeting. The Board may vote to NOT meet on a quarterly basis, or to cancel an up-coming meeting if no expected business is their to report. It shall be a requirement that each meeting have a business report on the financial status of South Florida Christian College.

Any and all decisions, including but not limited to: policies to be made, plans to be approved, and ANY matter related to this corporation and/or the formation of South Florida Christian College, if not expressly designated within this document and/or its amendments, shall be subject to Board vote. The Board shall always act with the singular authority of the Scriptures and in keeping the good will of the community. ALL decisions shall be scriptural and for the benefit of South Florida Christian College, God's ministry. The benefit of individual churches, their appointed Board member, family members and/or any other benefit which shall have the impression of a conflict of interest, or does not directly benefit South Florida Christian College, makes it incumbent upon that Board member to recuse himself from said vote.

- 7) All Board members are appointed, not elected. The 3 permanent member are listed, infra, and each Church that will serve as a Charter member shall have a permanent seat.

Article VI – Registered Agent and Street Address

The name and Florida street address of the registered agent for this corporation shall be Dr. Wallis C. Metts, Senior Pastor or Reverend Garry Clark, Associate Pastor, of Calvary Baptist Church, 75 Pine Street, Englewood, Florida, 34223.

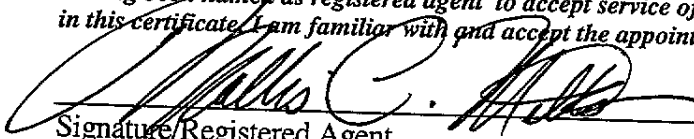
Article VII – Incorporator

The name and address of the Incorporator is Steve Rodriguez, 136 Swan Drive, Rotonda West, Florida, 33947.

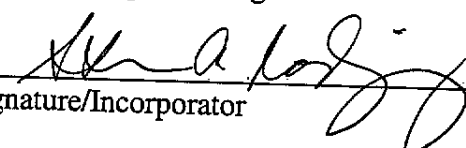
Article VIII – Document of Limitation

This document is one of limitation and nothing can be added or taken from this document if it is not listed herein. An official copy will rest at the office of the Principal Place of business, and amendments hereto shall be forwarded after the annual meeting of our Board of Directors each July, to be on file at the Division of Corporations no later than September 1st. Amendments must be made by supermajority vote and have the same power and effect as the original articles of incorporation. All matters unresolved by this document and that are not related to financial concerns shall rest with the office of the Chairman and/or the Executive Director.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

8-13-01
Date


Signature/Incorporator

8-7-01
Date