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April 3, 2002

EXPRESS MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

4000005193354--3
-04/04/02--01074--004
*****78.75 *****78.75

Re: Maxwell Christian Academy, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Maxwell Christian Academy, Inc. A check in the amount of \$78.75 is also enclosed representing payment of the following fees:

Filing fee	\$35.00
Designation of Registered Agent	35.00
Certified Copy of Articles	<u>8.75</u>
	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the Articles to the undersigned in the self-addressed envelope. Thank you for your assistance.

Very truly yours,

O.J. Mitchell

OJM/vdm
Enclosures

g 4/10

**ARTICLES OF INCORPORATION
OF
MAXWELL CHRISTIAN ACADEMY, INC.**

The undersigned President of Maxwell Christian Academy, Inc. (the "Corporation"), certifies that the members of the Corporation are those persons constituting the Corporation's Board of Directors (the "Board"), and that the following Articles of Incorporation were adopted by unanimous written consent of the Board on the ____ day of April, 2002, as follows:

Article I - Name

The name of the Corporation is Maxwell Christian Academy, Inc.

Article II - Address

The mailing address of the Corporation is P.O. Box 555878, Orlando, Florida 32805.

Article III - Purposes

The object and purpose of this Corporation is to fulfill the teaching of the Bible based on Deuteronomy 6:4-7:

Hear, O Israel: The Lord our God is one Lord: And thou shalt love the Lord thy God with all thine heart, and with all thy soul, and with all thy might. And these words, which I command thee this day, shall be in thine heart; And thou shalt teach them diligently unto thy children, and shalt talk of them when thou sittest in thine house, and when thou walkest by the way, and when thou liest down, and when thou risest up.

To fulfill this command the Corporation shall promote the academic instruction of children while also building their moral character through the teaching of the Bible and the teaching of morals in accordance with the Word of God. The Corporation shall be non-denominational and intends to provide for the education of school children from the first through twelfth grades. The Corporation shall have such corporate powers as are granted in Chapter 617, *Florida Statutes*, as amended from time to time, together with such additional powers as shall be reasonably coexistent and appropriate for the full use and proper management of the school.

Article IV - Membership

The members of this Corporation shall be those persons from time to time constituting its Board. The vote and acts of the Board shall constitute the vote and acts of the members of this Corporation for all purposes in which action by the members, as distinguished from action by the Board, is required or permitted by law.

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Article V - Type of Corporation

The Corporation is organized as a not-for-profit corporation under Chapter 617, *Florida Statutes*, and shall have neither capital stock nor stockholders.

Article VI - Term of Existence

The term of this Corporation shall be perpetual, unless sooner dissolved pursuant to the provisions under Chapter 617, *Florida Statutes*, as amended.

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 of 1986, as amended, 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, or be distributable 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 this Corporation shall be limited by the purposes of the Corporation as set forth in Article III above.

Article VIII - Persons Executing Articles

The name and street address of the person executing these Articles of Incorporation is:

Rev. Fred L. Maxwell, President
2035 W. Central Boulevard
Orlando, Florida 32805

Article IX - Registered Office and Agent

The street address of the registered office of the corporation is 2035 W. Central Boulevard, Orlando, Florida 32805, and the name of the registered agent at said address is Rev. Fred L. Maxwell.

Article X - Board of Directors

The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes, missions and objectives of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than six (6) nor more than thirteen (13). The initial Board of Directors shall consist of the following seven (7) persons:

Rev. Fred L. Maxwell
2035 West Central Boulevard
Orlando, Florida 32805

Norweida Maxwell
2035 West Central Boulevard
Orlando, Florida 32805

Craig Hunter
1896 Blue Fox Court
Orlando, Florida 32805

Debra Hunter
1896 Blue Fox Court
Orlando, Florida 32805

Willie Green
6407 Sagewood Drive
Orlando, Florida 32818

Franklyn Greenaway
2543 Windsor Gate Lane
Orlando, Florida 32828

Article XI - Officers of the Board and Corporation

The officers of the Board of Directors and the Corporation shall consist of a Chairman/President, a Vice Chairman/Vice President, and a Secretary, each of whom shall be elected by the Board from its own membership. There may be such other officers and assistant officers of the Board and the Corporation as may be deemed necessary by the Board and as provided for in the Bylaws of the Corporation. The term of the office, the manner of the election, and the duties of the officers of the Board and the Corporation shall be set forth in the Bylaws of the Corporation.

Article XII - Adoption and Amendment to the Bylaws

The Board shall adopt Bylaws for the Corporation and may from time to time modify, amend or repeal the same by an affirmative vote of two-thirds (2/3) of the total voting membership of the Board.

Article XIII - Dissolution

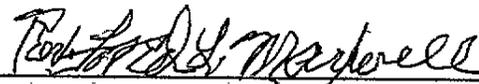
Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

Article XIV - Amendments to the Articles of Incorporation

The board may modify, amend or repeal these Articles by an affirmative vote of two-thirds (2/3) of the total voting membership of the Board.

Article XV - Certification

I, the undersigned President of Maxwell Christian Academy, Inc., executes these Articles pursuant to Chapter 617, *Florida Statutes*. I, the undersigned, do further make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set my hand and seal at Orlando, Orange County, Florida, this 3 day of April, 2002.

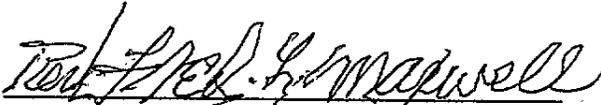


Rev. Fred L. Maxwell

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ACCEPTANCE BY REGISTERED AGENT

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.



Rev. Fred L. Maxwell

Dated: April ____, 2002