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TALLAHASSEE, FLORIDA

By Amy

**Bird & Loechl**

A LIMITED LIABILITY COMPANY ‡

ATTORNEYS AT LAW

1150 MONARCH PLAZA  
3414 PEACHTREE ROAD, NORTHEAST  
ATLANTA, GEORGIA 30326  
(404) 264-9400

WENDELL R. BIRD\*, P.C.  
RICHARD L. BRITTAIN†  
KEVIN J. LOECHL\*\*

COURTNEY A. DUNBAR  
CHRISTOPHER M. HUFFINES  
JONATHAN T. McCANTS\*\*\*  
MARK P. MILLER\*\*\*\*  
KEVIN O. WATTERS

THOMAS O. KOTOUĆ\*\*\*\*\*  
RUSSELL P. KRAECH†\*\*\*\*\*

FACSIMILE: (404) 265-9731  
E-MAIL: INFO@BIRDLAWFIRM.COM  
WEB SITE: WWW.BIRDLAWFIRM.COM

\*ALSO ADMITTED IN FLORIDA,  
ALABAMA AND CALIFORNIA  
\*\*ALSO ADMITTED IN ILLINOIS  
\*\*\*ALSO ADMITTED IN MISSISSIPPI  
\*\*\*\*ADMITTED IN VIRGINIA  
\*\*\*\*\*ALSO ADMITTED IN ALABAMA,  
NEBRASKA AND SOUTH CAROLINA  
\*\*\*\*\*ALSO ADMITTED IN SOUTH CAROLINA  
†OF COUNSEL  
‡INCLUDING PROFESSIONAL CORPORATIONS

August 22, 2005

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Master's Academy International, Inc. – Restated Articles of Incorporation**

Dear Sir or Madam:

Please accept for filing the enclosed Restated Articles of Incorporation of Master's Academy International, Inc. We also enclose a check for the filing in the amount of \$43.75 made payable to "Florida Secretary of State." Please stamp as filed the enclosed copy of the Articles and return it to us in the enclosed, self-addressed, stamped envelope.

Do not hesitate to contact the undersigned should you have any questions.

Sincerely,



Karin L. Adams, Paralegal  
Bird & Loechl, LLC

Enclosures

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Master's Academy International, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan T. McCants  
(Name of Person)

Bird & Loechl, LLC  
(Name of Firm/Company)

3414 Peachtree Road, NE, Suite 1150  
(Address)

Atlanta, GA 30326  
(City/State and Zip Code)

For further information concerning this matter, please call:

Jonathan T. McCants at ( 404 ) 264-9400  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**SECOND RESTATED ARTICLES OF INCORPORATION OF**  
**MASTER'S ACADEMY INTERNATIONAL, INC.**  
**A NONPROFIT CORPORATION**

These Second Restated Articles of Incorporation of Master's Academy International, Inc. (formerly Strategic Training Resources, Inc.), which require the unanimous affirmative vote of the five (5) current directors in order to be adopted by the corporation, and which do not require any vote of members (no members exist), are adopted and authorized by unanimous written consent of the five current directors on and as of the date July 25, 2005, and amend and supersede the Restated Articles of Incorporation, which have not been heretofore amended; all pursuant to Section 617.1007 of the Florida Statutes Annotated as amended.

**ARTICLE I. NAME**

The name of the corporation is:

Master's Academy International, Inc.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

**ARTICLE III. PURPOSES**

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The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to supporting ministries that train Christians to minister in local churches, and to make distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

#### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes. In addition, the property of the corporation is irrevocably dedicated as follows:

(a) Real or personal property owned or used by the corporation in California shall be irrevocably dedicated to its religious, scientific, charitable, charitable and educational purposes, or religious and educational purpose and any such educational purposes shall meet the requirements for exemption provided by section 214 of the California Revenue and Taxation Code.

(b) Furthermore, to the extent the corporation applies for and receives exemption from property tax in any state other than California, its income and assets shall, from the effective date of the exemption, be irrevocably dedicated only to such purposes as also meet the requirements of such state's requirements for exemption.

## **ARTICLE VI. DIRECTORS**

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Section 1. Number. The Board of Directors shall consist of not fewer than four (4) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Second Restated Articles of Incorporation), by a majority vote, in any way not inconsistent with the Second Restated Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Second Restated Articles of Incorporation, by a unanimous vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 6. Current Directors. The current Board of Directors shall consist of five (5) members, whose names and addresses are:

Ken G. Fuller  
11505 E. Broadway  
Mango, FL 33550

David C. Deuel  
P.O. Box 428  
Mango, FL 33550

Rob Iverson  
11505 E. Broadway  
Mango, FL 33550

David A. Wismer  
P.O. Box 428  
Mango, FL 33550

Irv Busenitz  
P.O. Box 428  
Mango, FL 33550

#### **ARTICLE VII. NO MEMBERS**

Section 1. No Members. The corporation shall not have members.

#### **ARTICLE VIII. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Second Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.



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## **ARTICLE IX. DISSOLUTION**

**Section 1. Dissolution.** The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

**Section 2. Liquidation.** Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), only in such manner as the Board of Directors shall determine shall be in compliance with Article V hereof, (ii) or exclusively to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine, provided that each recipient exempt organization shall at the time agree to use all income, assets, and property of the corporation in accordance with Article V hereof.

Upon dissolution or winding up of the corporation, the use and disposition of real or personal property owned or used by the corporation in states other than Florida shall be limited to the purposes stated in the foregoing paragraph in such manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

**Section 3. Contingent Provision.** If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida

registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

## **ARTICLE X. CONTINGENT RESTRICTIONS**

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Second Restated Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section

4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

## **ARTICLE XI. INITIAL OFFICE AND AGENT**

Section 1. Registered Office. The name and street address and county of the registered agent and registered office of the corporation shall be Kenneth G. Fuller, 11505 E. Broadway, Mango, Hillsborough County, FL 33550.

Section 2. Principal Office. The mailing address of the current principal office shall be 28001 Harrison Parkway, Valencia, CA 91355.

## **ARTICLE XII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in the Florida Not For Profit Corporation Act as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Second Restated Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

### **ARTICLE XIII. INCORPORATOR(S)**

Section 1. Incorporator(s). The name and address of the incorporator(s), who is a citizen(s) of the United States, is:


Wendell R. Bird  
Bird & Loechl, LLC  
1150 Monarch Plaza

3414 Peachtree Road, N.E.  
Atlanta, GA 30326

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative  
of the incorporator has executed these Second Restated Articles of Incorporation, pursuant to the  
Florida Not For Profit Corporation Act.

This July 25, 2005.

BY:

  
Kenneth G. Fuller, Vice-Chairman/Vice-President  
11505 E. Broadway  
Mango, Florida 33550

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, 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 Master's Academy International, Inc.
2. The name and address of the registered agent and office is:

Kenneth G. Fuller  
11505 E. Broadway  
Mango, FL 33550

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.

Signature: \_\_\_\_\_

Kenneth G. Fuller

Date: \_\_\_\_\_

July 25, 2005