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Robert L. Shaver
Richard A. Stoffels



Victoria Plaza
3663 Central Avenue
St. Petersburg, Florida 33713
Tel. (727) 328-9899
Fax: (727) 328-9809

November 18, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Garden Crest Christian Academy, Inc.

Dear Gentlemen:

Please find enclosed the original Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 for a return of a certified copy.

Thank you for your assistance in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to be "R. Stoffels", written over a horizontal line.

Richard A. Stoffels

ARTICLES OF INCORPORATION
OF
GARDEN CREST CHRISTIAN ACADEMY, INC.

FILED
2002 JUL 20 AM 10:34
TAMPA, FLORIDA

WHEREAS, there is a desire by Garden Crest Presbyterian Church to promote and provide for the social, educational, recreational and religious well-being of families in the local community; and

WHEREAS, GARDEN CREST CHRISTIAN ACADEMY, INC. desires to become a part of the general mission of GARDEN CREST PRESBYTERIAN CHURCH and its civil corporation GARDEN CREST PRESBYTERIAN CHURCH (USA), INCORPORATED IN ST. PETE., FL; and

WHEREAS, GARDEN CREST PRESBYTERIAN CHURCH (USA), INCORPORATED IN ST. PETE., FL is a church corporation existing as part of PRESBYTERY OF TAMPA BAY, which is a part of PRESBYTERIAN CHURCH (U.S.A.); and

WHEREAS, PRESBYTERIAN CHURCH (U.S.A.); and its unit, the PRESBYTERY OF TAMPA BAY, and its civil corporation PRESBYTERY OF TAMPA BAY, INC. and its unit GARDEN CREST PRESBYTERIAN CHURCH (USA), INCORPORATED IN ST. PETE., FL are exempt organizations under § 501(c)(3) of the Internal Revenue Code; and

WHEREAS, GARDEN CREST CHRISTIAN ACADEMY, INC. desires to create a Florida not-for-profit corporation to support and benefit GARDEN CREST PRESBYTERIAN CHURCH, PRESBYTERY OF TAMPA BAY, AND PRESBYTERIAN CHURCH (U.S.A.);

NOW THEREFORE, WE, the undersigned as the subscribers to these Articles of Incorporation, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is GARDEN CREST CHRISTIAN ACADEMY, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation exists are as follows:

1. This organization is formed exclusively for such charitable, educational, religious or literary purposes as a child care and development center, and or provider of primary education through high school, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

2. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation 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) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

3. 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.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 these Articles.

5. To exercise any and all rights and powers conferred upon not-for-profit corporations by laws of the State of Florida as they now exist or as they may be amended.

ARTICLE III - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - OFFICE AND AGENT

The registered office and principal office of the Corporation in the State of Florida will be located at 5901 Ninth Avenue North, St. Petersburg, Florida 33710-6295. The registered agent of the Corporation in the State of Florida at the registered office is Martha C. Sherlock.

ARTICLE VI - TRUSTEES

The management and disposition of the affairs and property of the Corporation shall be vested in Trustees, who shall be selected from time to time in such manner, with such terms, in such number and at such times as the By-Laws of this Corporation may provide. The number of

such Trustees shall never be less than five (5), nor be more than nine (9). All the business of the Corporation shall be conducted by the Trustees under and subject to the direction of the laws of the State of Florida and of the United States of America. The following persons are at the present Trustees of the Corporation:

<u>Name</u>	<u>Address</u>
Donald C. Kipp	2854 60th Street North St. Petersburg, FL 33710
Martha C. Sherlock	11523 91st Terrace Seminole, FL 33772
E. Kent Rawson	424 Park Street North St. Petersburg, FL 33710
Charles R. Dorrel	8728 28th Street Circle East Parrish, FL 34219
Alfonso Gomez	2050 45th Street North St. Petersburg, FL 33713

ARTICLE VII - OFFICERS

The affairs of the Corporation are to be managed by the following officers: a President, a Secretary, and a Treasurer. The Board of Trustees may provide for and elect any other officers or committees which may seem expedient to the Board. All officers shall be annually elected by the Board of Trustees to serve for terms of one year. All of the officers shall be members of the Board of Trustees. The names of the officers who are to serve until the first election thereof are as follows:

<u>Name</u>	<u>Office</u>
E. Kent Rawson	President
Martha C. Sherlock	Secretary
Charles R. Dorrel	Treasurer

ARTICLE VIII - MEMBERS

The Corporation shall have members, the private property of whom shall not be liable for the debts of the Corporation. The Members of this Corporation shall be those persons serving from time to time on the Session of GARDEN CREST PRESBYTERIAN CHURCH. Qualification, admission, termination and all other terms and conditions of membership shall be the same as they are for Session members of said church, as they now or hereafter exist from time to time and shall be in accordance with the Form of Government of the Presbyterian Church (U.S.A.).

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Donald C. Kipp	2854 60th Street North St. Petersburg, FL 33710
Martha C. Sherlock	11523 91st Terrace Seminole, FL 33772
E. Kent Rawson	424 Park Street North St. Petersburg, FL 33710

ARTICLE X - BY-LAWS

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended, or rescinded by, the Trustees of the Corporation.

ARTICLE XI - AMENDMENTS TO ARTICLES

Any Trustee or Officer of the Corporation may propose that these Articles of Incorporation be amended, but these Articles may be amended only by the act of two-thirds (2/3) of the Membership of the Corporation.

ARTICLE XII - SEAL

The seal of the Corporation shall be a circular impression with the name "GARDEN CREST CHRISTIAN ACADEMY, INC." around the border and "Florida Seal, 2002" in the center.

IN WITNESS WHEREOF, We, the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe our names and acknowledge the execution of the same on this 18th day of November, 2002.

Donald C. Kipp (SEAL)
Donald C. Kipp

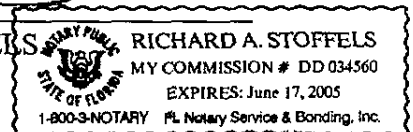
Martha C. Sherlock (SEAL)
Martha C. Sherlock

E. Kent Rawson (SEAL)
E. Kent Rawson

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me on this 18th day of November, 2002 by Donald C. Kipp, Martha C. Sherlock and E. Kent Rawson who are each personally known to me or who have produced a Florida driver's license as identification.

RICHARD A. STOFFELS
NOTARY PUBLIC



GARDEN CREST CHRISTIAN ACADEMY, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Martha C. Sherlock
Martha C. Sherlock