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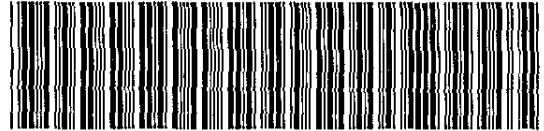
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*Amend.
T. Lewis*

FILED
05 JUL -6 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of AMENDMENT

of

Ebenezer Christian Academy of Ft. Myers, Inc.

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TALLAHASSEE, FLORIDA

We, Joseph Gabriel, Executive Director/CEO/Chairman, Ebenezer Christian Academy of Ft. Myers, Inc., a Florida corporation, do hereby certify that a meeting of the shareholders of said corporation, duly called and held in the City of Ft. Myers, Florida on June 3rd, 2005, at which meeting a majority of the members were present in person or by proxy, resolutions as hereinafter set forth were adopted by a majority vote of said membership. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Articles III, IX thru XII are hereby amended to read as follows:

Article III: Nature or Purpose of the Institution/Corporation

The purpose of the Corporation is to engage in any lawful activity permitted by the laws of Florida and the United States. The primary function of the corporation is to provide Christian educational services to the general public; to function as a religious private parochial school. The corporation has established goals and objectives, which coincide with its purpose (see bylaws). The Corporation shall function as a non-profit corporation in accordance with Florida statutes, and shall operate under the auspices of the 501(c)(3) tax-exempted section of the Internal Revenue Code of 1986. The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Article IX: Non-discriminatory Policy As To Students

Ebenezer Christian Academy of Ft. Myers, Inc. admits students of any race, color, national and ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students at the School. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs and athletic and other school-administered program.

Article X: Prohibitions of the Organization

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 purpose set forth in the preceding articles hereof. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law(s).

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Articles XI: Dissolution of the Corporation


Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)93) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by court of competent jurisdiction of the county in which the principle office of the Corporation then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII: Conflict of Interest Policy

Any director, officer, key employee who has an interest in a contract or other transaction presented to the Board of Director/Trustees or a committee of said Board thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its asking such a person about the contract or transaction, which might reasonably be constructed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by vote of two thirds (2/3) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be constructed to exist. If a conflict is deemed to exist, such a person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors/Trustees or a committee of said Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the abstention from voting and participation, and whether a quorum was present.

EXECUTED this 21 day of June, 2005



Pastor Joseph Gabriel, Executive Director/CEO/Chairman



Natacha Gabriel, Corporate Secretary/Director