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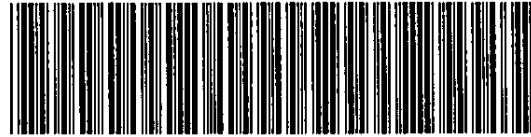
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB -1 PM 4:45

Amend. & Restated
w/ NC

FEB - 6 2013

T. BROWN



Grace School

4410 SE 3rd Avenue † Ocala, FL. 34480
(352) 387-3090
www.graceschoolocala.org

December 7, 2012

Department of State

Attached you will find a second amended Articles of Incorporation for Grace School of Ocala, FL, inc. We are changing our name to Grace Christian School of Ocala, FL Inc. Also enclosed you will find the \$35.00 processing fee. The Articles can be mailed to Grace School, 4410 Se 3rd Ave., Ocala, FL 34480. If you have any questions please do not hesitate to call me at 387-3090.

Sincerely,

G. Don Raymond
Head of School

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grace Christian School of Ocala, FL Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

George Raymond

(Name of Contact Person)

Grace Christian School of Ocala, FL Inc

(Firm/ Company)

4410 SE 3rd Ave

(Address)

Ocala, FL 34480

(City/ State and Zip Code)

draymond@graceschoolocala.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George Raymond

(Name of Contact Person)

at (352) 387-3090

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

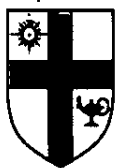
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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Grace Christian School

4410 SE 3rd Ave.

Ocala, FL 34480

(352) 387-3090

www.graceschoolocala.org

January 24, 2013

Teresa Brown
Regulatory Specialist II
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

Subject: Letter Number 313A00001379, Grace Episcopal School

Dear Ms. Brown:

Attached is a copy of letter number 313A00001379, the corrected copy of our Second Amended Articles of Incorporation with required statement, date and signature of the chairman of the Board. The same statement is included as part of this letter.

Grace Christian School was originally named Grace Episcopal School. The name was changed to Grace School of Ocala, FL, Inc. when we moved to our new address at 4410 SE 3rd Ave. The name is now being changed to Grace Christian School.

The Articles of Incorporation for Grace School of Ocala, FL, Inc. were amended in Article I to rename the corporation Grace Christian School of Ocala, FL, Inc.

The amendment was adopted by the members on January 8, 2013 and the number of votes cast for the amendment was sufficient for approval.

By:

Merritt Fore iii - Chair of the Board

If you have any questions you may reach me at (352) 387-3090 or at the above address.

Sincerely,

George D. Raymond
Head of School

An Equal Opportunity School



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 17, 2013

GEORGE RAYMOND
GRACE CHRISTIAN SCHOOL OF OCALA, FL, INC
4410 SE 3RD AVE
OCALA, FL 34480

SUBJECT: GRACE EPISCOPAL SCHOOL, INC.
Ref. Number: W13000003491

We have received your document for GRACE EPISCOPAL SCHOOL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 313A00001379

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GRACE SCHOOL OF OCALA, FLORIDA, INC.

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
13 FEB -1 PM 4:45

ARTICLE I—NAME

The new name of the corporation shall be "Grace Christian School of Ocala, Florida, Inc."

ARTICLE II—ADDRESS

The street address of the principal office and the mailing address of the corporation are 4410 SE 3rd Avenue, Ocala, FL 34480.

ARTICLE III—PURPOSE

Section 1: The purposes of the corporation shall be exclusively charitable and educational in nature, to-wit: To engage exclusively in activities for charitable, religious, and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, and within these restrictions, to engage in activities including but not limited to the following:

(1) To operate, manage and maintain one or more Christian schools in accordance with the requirements of the Department of Education of the state of Florida, in order to provide a Christ-centered educational experience for each student enrolled regardless of race, creed, color or sex (each a "Grace School"). The Bible, recognized as God's Word, will be taught regularly.

(2) To foster in each student an understanding that the knowledge and service of God lie at the heart of wisdom, and that a personal relationship with God the Father, through His son, Jesus Christ, is the unifying force which relates each of us to the church, the home and the world. It will develop to the greatest extent for each pupil the basic skills, critical thinking skills, habits and character which are essential for continued growth and development in knowledge and understanding of the world in which we live; and

(3) To do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting of Grace Christian School.

Section 2: The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with

such other additional powers as shall be reasonably coexistent and appropriate for the full and proper management of the school(s) herein contemplated, subject to the restrictions stated in Article IV of these Amended and Restated Articles of Incorporation (these "Articles").

Section 3: No part of the income or net earnings of this corporation shall be distributed to any of its members, trustees, or officers.

Section 4: Notwithstanding any other provisions of these Articles, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be carried on by an organization exempt under Section 501(c)(3) of the *Internal Revenue Code* and its Regulations as they now exist or may hereafter be amended, or which are not permitted to be taken or carried on by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV—MEMBERS

Section 1: The Members of this corporation shall be those persons who from time to time constitute the Board of Trustees of Grace School of Ocala, Florida, Inc., exclusive of the Vestry appointee to the Board of Trustees as authorized pursuant to Section 4 of Article V of these Articles.

Section 2: The Committee on Trustees, as set forth in the Bylaws of the corporation, will annually nominate candidates for election to vacant positions on the Board of Trustees and bring the names of candidates willing to serve as trustees for review and election by the Members.

Section 3: The names and mailing addresses of the current Members of this corporation are as follows:

Fr. Don Curran
4734 Se 31st St.
Ocala, FL 34471

Tom Warlow
1717 Edwater Dr.
Orlando, FL 32854

Dr. Chris Schmidt
1901 Se 25th St.
Ocala, FL

Ms. Karen Esbenshade
3629 Se 54th Ave.
Ocala, FL 34480

Mrs. Tracey Rankin
3205 Se. 24th Terr
Ocala, FL 34471

Mrs. Caryl Wilson
4410 Se. 3rd Ave.
Ocala, FL 34480

Mr. Don Gulling
5250 Se 44th Circle
Ocala, FL 34480

Mr. Ray Ford
10928 Se 52nd Ct,
Bellevue, FL 34420

Mrs. Laura Ramos
849 Se 69th Place
Ocala, FL 34480

Dr. James Towry
100 Se 123rd St.
Ocala, FL 34480

Mrs. Nancy Abshier
PO Box 102
E. Lake Weir

Mr. Kevin Rowe
4474 SW 100th St.
Ocala, FL 34476

Mr. Merritt Fore III
1247 Se 10th Ave
Ocala, FL 34471

Dr. John Nease
1981 Twin Brudge Circle
Ocala, FL 34471

Mrs. Kelly Juarez
636 Se 45th Terr.
Ocala, FL 34471

Mr. Bob Hunter
2102 Se 25th St.
Ocala, FL 34471.

ARTICLE V—BOARD OF TRUSTEES

1. The operation and conduct of all the business and affairs of this corporation shall be managed by a board of trustees, subject to the restrictions stated in Article IV. The Board shall consist of no less than twelve (12) and no more than fifteen (15) regular members to be elected in accordance with the Bylaws.
2. The Bylaws may designate ex-officio appointments to act as additional members of the Board of Trustees with the same rights, privileges and immunities as the regular Trustees.
3. All Trustees, including all ex-officio Trustees, shall be practicing Christians who are faithful in worship, giving, service, and prayer.
4. The Vestry of Christ the King Anglican Church shall have the opportunity to present candidates to fill two Board of Trustees seats. However, such Vestry representatives elected by the Board of Trustees are subject to the same term limitations, must meet the same qualifications of other Board candidates and must be approved by the Board of Trustees, in their sole discretion, after submitting to the nomination and interview process.

ARTICLE VI—DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, as approved by the Board of Trustees shall be distributed to such organizations organized and operated exclusively for charitable educational, religious, or scientific purposes selected by the Board of Trustees as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Code.

ARTICLE VII—AMENDMENT

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the members of the corporation.

ARTICLE VIII—EFFECTIVE DATE

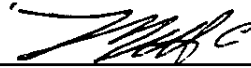
The effective date of these Articles will be as of the date of filing of these Articles with the Department of State of the State of Florida.

ARTICLE IX—BYLAWS

The members shall promulgate the Bylaws of the corporation.

The amendment was adopted by the members on January 8, 2013 and the number of votes cast for the amendment was sufficient for approval.

By:



Merritt Fore iii – Chair of the Board