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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Cordova Learning Center, Inc.

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**ARTICLES OF INCORPORATION OF
CORDOVA LEARNING CENTER, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is CORDOVA LEARNING CENTER, INC., and the street address and mailing address of the initial principal office of the corporation is 4301 Bayou Boulevard, Pensacola, Florida 32503.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

The corporation's specific purpose includes, but is not limited to, the operation of a religious day care facility in Pensacola, Florida.

(b) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one

or more of its purposes), and no trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

(c) The corporation shall distribute its income (if any) for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The sole member of this corporation shall be First Assembly of God Church, Inc. of Pensacola, a Florida corporation not for profit.

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

Gary W. Huston - Incorporator
125 W. Romana Street, Suite 800
Pensacola, FL 32502

ARTICLE VI - OFFICERS

The corporation shall have officers consisting of a President, Secretary, and Treasurer, and such other officers as the Board of Directors of the corporation shall in its

discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

The names of the officers who are to manage all affairs of this corporation until the first election are:

President:	James P. Hale
Secretary:	David Cook
Treasurer:	Pamela J. Richards

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The Directors shall be the same persons who, from time to time, comprise the Board of Directors of First Assembly of God Church, Inc. of Pensacola, a Florida corporation not for profit, and the directors of this corporation shall be deemed to be elected or appointed at the same time as they are elected or appointed to be directors of First Assembly of God Church, Inc. of Pensacola. The Directors shall have full power to elect Directors to fill vacancies in office, or to fill the office of any trustee who may resign, die, become disabled, or refuse to act. The majority vote of the Directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have eight (8) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3).

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Directors and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed, in the manner determined by the Directors of the corporation, solely to First Assembly of God Church, Inc. of Pensacola, a Florida corporation not for profit, if it then exists; otherwise to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.


No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 125 W. Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the initial registered agent of this corporation at that address shall be Gary W. Huston.

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IN WITNESS WHEREOF, I, the undersigned incorporator of Cordova Learning Center, Inc. have hereunto signed these Articles of Incorporation on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.



GARY W. HUSTON
Incorporator

Date: July 27th, 2004

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Cordova Learning Center, Inc. Further, I am familiar with and accept the duties and obligations of such designation.



GARY W. HUSTON

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