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FLORIDA NON-PROFIT CORPORATION

Old Paths Christian Academy, Inc.

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ARTICLES OF INCORPORATION
OF OLD PATHS CHRISTIAN ACADEMY, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned hereby organizes a not-for-profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is Old Paths Christian Academy, Inc. (the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is:

5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

ARTICLE 3

Purpose

The Corporation is organized and shall be operated exclusively for literary and educational purposes including, without limitation, the primary purpose of providing early childhood, elementary and secondary level education, programs, lectures and other related events, in accordance with the precepts of the Holy Scripture and Christian principles. The Corporation may also, from time to time, make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor statutory provision (the "Code"). Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be

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carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 4
Board of Trustees

The Corporation initially shall have five (5) trustees. The number of trustees may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than three (3). The method of appointment of trustee shall be as stated in the Bylaws of the Corporation.

The names and addresses of the initial trustees of the Corporation are:

Timothy F. Brown
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

Shawn H. Reynolds
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

James E. Ridgway, Jr.
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

Paul Homer Brown
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

Homer F. Brown, Jr.
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

ARTICLE 5
No Members

The Corporation shall not have members.

ARTICLE 6
Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

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Notwithstanding the foregoing, the Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.
3. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

If, at any time, the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

1. The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Section 4942(a) of the Code.

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2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.
3. The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

ARTICLE 7

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Timothy F. Brown
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

ARTICLE 8

Initial Registered Office and Agent

The initial registered office and registered agent of the Corporation shall be:

Timothy F. Brown
5795 Imperial Lakes Boulevard
Mulberry, Florida 33860

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

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ARTICLE 10
Indemnification

The Corporation shall indemnify any officer or trustee, or any former officer or trustee, to the fullest extent permitted by law. Notwithstanding the provisions of this Article 10, the Corporation shall not indemnify any former officer or trustee from any liability for fraud, bad faith, willful misconduct or gross negligence.

ARTICLE 11
Bylaws

The initial Board of Trustees shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Trustees of the Corporation.

ARTICLE 12
Distribution of Assets

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 its purpose.

ARTICLE 13
Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of any and all liabilities of the Corporation, distribute the assets of the Corporation to one or more exempt organizations described in section 501(c)(3) of the Code, and selected by the Board of Trustees in its sole discretion. Any such assets not so disposed of shall be

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disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located.

ARTICLE 15
Amendment to Articles

These Articles of Incorporation may be amended by the Board of Trustees of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 2004, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of the Corporation.


TIMOTHY F. BROWN, Incorporator
and Registered Agent