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April 20, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: **Amendment and Restatement to Articles of Incorporation of
Calvary Christian Kids Foundation, Inc.**

Dear Sir/Madam:

Enclosed is an original and one copy of the *Amendment and Restatement of Articles of Incorporation* for the above captioned together with a check in the amount of \$ 35.00 for your fee.

Please stamp the enclosed copy of the *Amendment of Articles of Incorporation* with the date received and return to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones

Harry A. Jones
(Signed in absence to avoid delay)

HAI/smg
Encls

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
CALVARY CHRISTIAN KIDS FOUNDATION, INC.

The undersigned by execution adopt the following Amended and Restated Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be CALVARY CHRISTIAN KIDS FOUNDATION, INC..

ARTICLE II.

This nonprofit corporation shall have perpetual existence and shall continue its current existence on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this corporation is organized are:

(A) To provide scholarships and other financial assistance to needy and deserving students seeking to attend or currently enrolled at Calvary Chapel Christian School, Melbourne, Florida;

(B) To sponsor and provide financial support to both members of the Calvary Chapel congregation and the general public in need of financial assistance due to hardship circumstances in order to enable dependent children to continue attending Calvary Chapel Christian School;

(C) To participate with other not-for-profit organizations in advancing public awareness of Christian education opportunities and assistance for students interested in attending Calvary Chapel Christian School and other Christian educational facilities; and

(D) To have all the powers conferred upon not for profit corporations formed under the laws of the State of Florida.

(E) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

In furtherance of the foregoing purposes, The Corporation shall at all times operate as an independent public organization solely responsible and fully accountable for the preservation and expenditure of any funds granted for the purposes specified above.

ARTICLE IV.

The management and control of the Corporation shall be vested in its Board of Directors. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

ARTICLE V.

The address of the initial registered office of this Corporation in the state of Florida is: 2175 Buena Vista Avenue, Melbourne, Fl 32934, and the name of the initial registered agent at that office is Richard L. Oktela. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI.

The names and address of the subscriber to these Amended and Restated Articles is:

<u>Name</u>	<u>Address</u>
Richard L. Oktela	2175 Buena Vista Avenue Melbourne, Fl 32934

ARTICLE VII.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by 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) by 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).

ARTICLE VIII

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

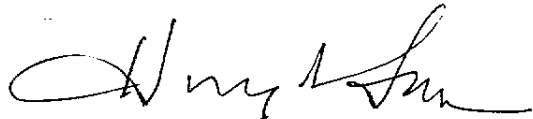
IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 20 day of APRIL, 2006.


RICHARD L. OKTELA.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared RICHARD L. OKTELA to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that they executed the same, and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of APRIL, 2006.


NOTARY PUBLIC, State of Florida
My Commission Expires:

 **Harry A. Jones**
Commission # DD407526
Expires April 12, 2009
Bonded Troy Fain - Insurance, Inc. 800-966-7819


**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

CALVARY CHRISTIAN KIDS FOUNDATION, INC..

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator CALVARY CHRISTIAN KIDS FOUNDATION, INC., hereby file this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 2175 Buena Vista Avenue, Melbourne, Fl 32934 and the name of the initial registered agent of this Corporation at that address is Richard L. Oktela.

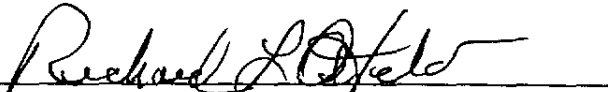
DATED this 20 day of APRIL, 2006.


Richard L. Oktela

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of CALVARY CHRISTIAN KIDS FOUNDATION, INC., at the initial registered office of the Corporation at 2175 Beuna Vista Avenue, Melbourne, Fl 32934

DATED this 20 day of APRIL, 2006.


Richard L. Oktela