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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Resubmitted
Articles

Abundant Life Christian Learning Center, Inc.

December 7, 2005


State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed are three copies of The Amendment to the Articles of Corporation for the Abundant Life Christian Learning Center, Inc., document number N05000002900 filed on March 21, 2005. Enclosed is a check for the amount of \$52.50 to cover the cost of the amended articles (\$35.00) a certified copy of the amended articles (\$8.75) and a certification of standing (\$8.75).

Please call me if you have any questions at (305) 693-8323 ext. 127.

Sincerely,



Sabrina Bouie
Director of Operations

Abundantlife{state.let}

777NW 85th Street * Miami, Florida 33150
Phone: 305-6914-1291 Fax: (305) 691-4643



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2005

SABRINA BOUIE
777 NW 85 ST
MIAMI, FL 33150

SUBJECT: ABUNDANT LIFE CHRISTIAN LEARNING CENTER, INC.
Ref. Number: N05000002900

We have received your document for ABUNDANT LIFE CHRISTIAN LEARNING CENTER, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please entitle your document Articles of Amendment, Amended and Restated Articles of Incorporation, or Restated Articles of Incorporation not "Articles of Incorporation". If this is Articles of Amendment you must have the date of adoption of each amendment.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 005A00072960

RESTATED
ARTICLES OF INCORPORATION
OF
ABUNDANT LIFE CHRISTIAN LEARNING CENTER, INC.
A FLORIDA "NOT FOR PROFIT" CORPORATION

FILED
06 FEB 17 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, with other persons being desirous of forming a Nonprofit Corporation, under the provisions of the Nonprofit Corporation Law of the Florida do agree to the following:

ARTICLE I: NAME

The name of the corporation is the **ABUNDANT LIFE CHRISTIAN LEARNING CENTER**. The principal office of the corporation is located at 77 NW 85th Street, Miami, Florida. The mailing address of the corporation is 777 NW 85th Street, Miami, Florida 33150.

ARTICLES II: PERIOD OF DURATION

The period of duration is perpetual. The corporation is organized pursuant to the not for profit corporation laws of the state of Florida. The qualifications for members, if any, and the manner of their admission will be regulated by the bylaws.

ARTICLE III: PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 © (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Specifically:

1. To raise the educational and social levels of the youth and adult residents generally throughout the United States, but primarily in the State of Florida, including members of the minority community, to foster and promote community wide interest and concern for the educational and social problems of the said residents to the end that:
 - a) Educational and social opportunities may be expanded; and
 - b) Facilities and programs for youth and adults to further social, economic and physical development in a safe and wholesome environment will be developed and operated.
2. To expand opportunities for academic success through scholarships and other forms of educational aides.
3. To aid, support, assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes.

4. No part of the net earnings will inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
5. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.
6. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 © (3) of the Internal Revenue Code of 1954b of the corresponding provision of any future United States internal revenue law.
7. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV: POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501 © (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

1. In furtherance, but not in limitation of the foregoing charitable, educational, literacy and scientific purposes, the corporation shall have the following powers:
2. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or services so acquired for the purposes above mentioned;
3. To borrow and lend money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon , assignment of or agreement in regard to all or any part of the property, rights or privileges or the corporation;
4. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares or preferred and common stock, and property, real, personal or mixed, tangible or intangible, as the corporations board of directors shall deem advisable and as may be permitted by law.

5. To exercise all other rights and powers conferred upon corporations formed under the Nonprofit Corporation Law of the State of Florida, provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.
6. All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and educational purposes in such a manner so that the corporation shall qualify as an exempt organization under Section 501 © (3) of the Internal Revenue Code of 1954, and as amended.

ARTICLE V: ADDRESS

The address of the initial registered office of the corporation is 777 NW 85th Street, Miami, Florida 33150. The registered agent at this address is Kenneth A. Duke.

ARTICLE VI: DIRECTORS

1. There shall be four (4) directors on the initial board of directors.
2. The method of election of the board of directors shall be stated in the bylaws.
3. The names and addresses of the initial board of directors are:

Kenneth A. Duke President/CEO	777 NW 85 th Street Miami, Florida 33150
Johnnie Lowery	1351 NW 134 th Street Miami, Florida 33167
Debra Dawkins	1840 NW 49 th Street Miami, Florida 33142
Esther Withers	2360 SE 67 th Way Miramar, Florida 33023

ARTICLE VII: FORMATION

The corporation is organized exclusively for charitable and educational purposes. The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The corporation shall not distribute any gains, profit or dividends to the directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes no part of which shall insure to the benefit of any individual.

ARTICLE VIII

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE IX: WINDING UP AND DISSOLUTION

Upon winding up and dissolution of the corporation, the Assets of the corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 © (3) of the Internal Revenue Code of 1954 to be used exclusively for charitable and trust. Such a manner as may be directed by degree of the circuit court upon petition thereof by the attorney general or by any person concerned in the liquidation.

ARTICLE X

In the event that this corporation shall become a "private Foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject it to tax under section 4942 of the Internal Revenue Code shall not retain any excess business holding as defined in section 4943 (c) of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XI: INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made party to any action, suit or proceeding of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by his/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjusted in such actions, suitor proceeding that such director or officer is liable for negligence or misconduct in the performance of his/her duties, such right of indemnification shall not be deemed exclusive of any other rights to which such director or office (or such heirs, executors of administrators) may be entitled apart from this article.

ARTICLE XII: INCORPORATORS

The name and address of the incorporator is: Kenneth A. Duke 777 NW 85th Street, Miami, Florida 33150.

IN WITNESS WHEREOF, we the undersigned, being the persons named above as first directors, have executed these Articles of Incorporation on the 10th day of March, 2005.

BY: Johnnie Lowery

Johnnie Lowery

Chairman of the Board,

BY: Debra Dawkins

Debra Dawkins

Treasurer,

BY: Esther Withers

Esther Williams/TC

Secretary,

STATE OF FLORIDA)
MIAMI-DADE)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: The above named persons the persons whose names subscribed to the within instruments, personally known to me, and acknowledged to me that they executed these Articles of Incorporation.

WITNESS my hand and seal this 15th day of March, 2005

J. Terry Conward
Notary Public

My commission expires 02/26/08

(Notary Stamp or Seal)



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept services of process for the above stated corporation, at the place and designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of March, 2005

Kenneth A. Duke
Kenneth A. Duke, (Registered Agent)
777 NW 85th Street
Miami, Florida 33150

STATE OF FLORIDA }
MIAMI-DADE COUNTY }

The foregoing instrument was acknowledged before me this 1st day of March, 2005

☒ Personally known to me

 Provided as identification

J. Terry Conward
Signature (Notary Public)

My commission expires 2/28/08



(Notary Seal or Stamp)

**THE ABUNDANT LIFE CHRISTIAN LEARNING CENTER, INC.
RESOLUTION OF ADOPTION
RESTATED ARTICLES OF INCORPORATION**

Pursuant to the request from the Florida Department of State, Division of Corporations:

BE IT RESOLVED THAT:

That the Articles of Incorporation of The Abundant Life Christian Learning Center, Inc.
Be amended to indicate that the "Articles" are "Restated".

Approved by unanimous vote of the entire Board of Directors on the 5th day of January, 2006.

BY Debra Dawkins, Secretary of the Board
Printed Name

Signature 