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### Messer & Messer LAW OFFICES

1555 ST. LUCIE WEST BLVD., N.W. SUITE 202 PORT ST. LUCIE, FLORIDA 34986 TELEPHONE: (772) 879-3000 FAX: (772) 879-3098

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LANA KENDALL

ATTORNEYS

ROGER N. MESSER STEVEN A. MESSER

RONALD E. GREIGG,\* OF COUNSEL
\*TRADEMARK AND PATENT LAW

April 1, 2005

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

Re: Articles of Incorporation

Sunlight Christian Academy, Inc.

Dear Sirs:

Enclosed herewith for filing please find original Articles of Incorporation for the above-referenced company. Also enclosed is a check in the amount of \$78.75 to cover the cost of this filing. Please return a filed copy to this office.

Sincerely,

MESSER & MESSER

Steven Messer, Esq.

SM:lpk Enclosures

## NOT FOR PROFIT ARTICLES OF INCORPORATION OF

### SUNLIGHT CHRISTIAN ACADEMY, INC.

The undersigned subscriber to these Articles of Incorporation,
desiring to form a corporation under the laws of the State of Florida, does
hereby accept all of the rights and privileges, benefits and obligations
conferred and imposed by said laws and does hereby adopt the following
Articles of Incorporation as the Charter of the Corporation hereby organized.

### **ARTICLE I**

### <u>NAME</u>

The name of the Corporation shall be SUNLIGHT CHRISTIAN ACADEMY, INC.

### ARTICLE II

### **DURATION**

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

### **ARTICLE III**

### **PURPOSES AND POWERS**

Section 1. This Corporation is organized for the purpose of ownership and operation of a Christian pre-school and school, engaging in the education of children as part of a corporation organized under the Florida General Corporation Law, as in effect from time to time. Furthermore, the purposes are to worship and glorify God, to teach, train, lead, and encourage God's children and our members in their spiritual life and growth, and to reach out with the gospel message of Jesus Christ to all people in the greater Port St. Lucie area to become members of this corporation, this Academy, and the church universal.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time, and including but not limited to the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

- (b) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any an all legal and equitable rights thereunder and interest therein.
- (c) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and

while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

- (e) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (f) To enter into or become a partner in any agreement for sharing a union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.
- (g) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extend permitted by law.

### <u>ARTICLE IV</u> <u>ADMINISTRATION</u>

The administration of this Corporation and selection of its directors shall be conducted in accordance with the laws of the State of Florida, and in accordance with the Church Order of the Christian Reformed Church in North America as adopted and revised by the Synod.

#### <u>ARTICLE V</u>

### INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 477 Southwest

Cashmere Boulevard, Port Saint Lucie, Florida, 34986 and the mailing

address 477 Southwest Cashmere Boulevard, Port Saint Lucie, Florida,

34986. The street address of the initial registered office of this Corporation

is 477 Southwest Cashmere Boulevard, Port Saint Lucie, Florida, 34986 and

the name of the initial registered agent of this Corporation at that address is

Scott Vander Ploeg.

### **ARTICLE VI**

### INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws. The names and addresses of the initial Directors of this Corporation are:

SCOTT VANDER PLOEG - President

DEAN A. DEKKER - Vice-President

BEN DOOLE - Secretary

#### **ARTICLE VII**

#### **INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

BEN DOOLE, 477 Southwest Cashmere Boulevard, Port Saint Lucie, Florida, 34986.

### **ARTICLE VIII**

### **INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

### **ARTICLE IX**

#### **AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the above named incorporator has hereunto subscribed his name this 21st day of March, 2005.

BEN DOOLE Incorporator

STATE OF FLORIDA

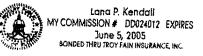
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, this day personally appeared BEN DOOLE, to me known to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid and this 21<sup>th</sup> day of March, 2005.

Notary Public

State of Florida at Large My Commission expires:



### ACCEPTANCE OF APPOINTMENT AS REGISTERED OFFICE AND AGENT

The undersigned, hereby accepts appointment as Registered Agent of SUNLIGHT CHRISTIAN ACADEMY, INC., a Florida Corporation, 477 Southwest Cashmere Boulevard, Port Saint Lucie, Florida, 34986, and agrees to keep this office open in connection with the Florida General Corporation Act.

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