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FLORIDA NON-PROFIT CORPORATION

Cathedral Kids Learning Center, Inc.

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**ARTICLES OF INCORPORATION
OF
CATHEDRAL KIDS LEARNING CENTER, INC.**

The undersigned acting as incorporator of a nonprofit corporation, under the Florida Not-for-Profit Corporation Act, Chapter 817, Florida Statutes, hereby adopts and submits the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation is CATHEDRAL KIDS LEARNING CENTER, INC. (the "Corporation").

**ARTICLE II
Tax Exempt Purpose**

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.
2. To have as a purpose and its primary function the presentation of formal instruction, maintaining a regular faculty and curriculum, including a regularly enrolled body of pupils or students in attendance at the location where its educational activities are regularly performed, including, but not limited to, primary level instruction.
3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated

purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the prior enumerated purposes. No 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for

one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE III **Racially Nondiscriminatory Policy**

The Corporation shall have a racially nondiscriminatory policy as to its students, and it shall not discriminate against applicants and students on the basis of race, color, and national or ethnic origin. The Corporation shall circulate information that clearly states its admissions policies through one of the two following methods:

- a. Publish a notice of its racially nondiscriminatory policy in a paper of general circulation that serves all racial segments of the community at least once annually during the period of its solicitation for students, or in absence of a solicitation program, during its registration period, or
- b. Use broadcast media to publicize its racially nondiscriminatory policy if this use makes the nondiscriminatory policy known to all segments of the general community served by it.

ARTICLE IV **Membership**

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The sole member of the Corporation shall be Church of the Messiah, Inc., a not-for-profit corporation organized and existing under the laws of Florida. The conditions and terms of membership in the Corporation shall be as stated in the By-Laws

of the Corporation.

ARTICLE V
Perpetual Existence

This corporation shall have perpetual existence.

ARTICLE VI
Board of Directors

The Corporation shall have no more than five (5) and no less than three (3) members of the Board of Directors. Members of the Board of Directors shall be elected for such term or terms and in such manner as provided for in the By-Laws of the Corporation.

ARTICLE VII
By-Laws

The By-Laws of the Corporation shall be adopted by the sole member of the Corporation. The By-Laws may be altered, amended or repealed and new By-Laws adopted by the sole member of the Corporation.

ARTICLE VIII
Principal Office and Mailing Address

The address of the principal office of the Corporation is 8057 Arlington Expressway, Jacksonville, Florida 32211, and the mailing address of the Corporation is c/o W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

ARTICLE IX
Registered Agent and Office

The name of the Corporation's initial registered agent is W. Morgan Speer, P.A., and the address of the office of such registered agent is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

ARTICLE X
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

ARTICLE XI
Incorporator

The name and address of the incorporator is:

W. Morgan Speer
W. Morgan Speer, P.A.
1800 Australian Avenue South, Suite 100
West Palm Beach, Florida 33409

ARTICLE XII
Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the sole member of the Corporation provided that any amendment will not adversely affect the status of the corporation as an organization qualifying for tax exempt status under section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of the Corporation, has executed these Articles of Incorporation on the 9th day of May, 2005.

CATHEDRAL KIDS LEARNING
CENTER, INC.

By: W. Morgan Speer
W. Morgan Speer, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That CATHEDRAL KIDS LEARNING CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office located at 8057 Arlington Expressway, Jacksonville, Florida 32211, has named W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

W. MORGAN SPEER, P.A.

By: W. Morgan Speer
W. MORGAN SPEER
Its: President

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