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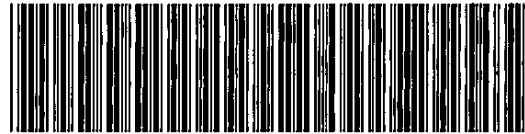
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Cy. 11-21

**TELIOS UNIVERSITY  
1015 ATLANTIC BLVD., SUITE 291  
JACKSONVILLE, FL 32233**

November 15, 2006

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

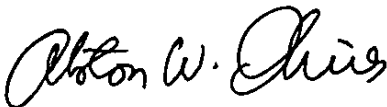
RE: Proposed Corporation Name— **TELIOS UNIVERSITY**

To Whom It May Concern:

You will please find enclosed one copy of the Articles of Incorporation signed by the Registered Agent in Florida and the Incorporator, and a bank check of **\$87.50** for the filing, certified copy & certification fees. Please send all documentation to the above address.

From: ALSTON W. OLIVER  
106 OAK STREET  
MILFORD, MAINE 04461  
(207-827-7685)

Sincerely submitted,

A handwritten signature in cursive script, appearing to read "Alston W. Oliver".

Alston W. Oliver, Ph.D.  
President

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, Florida State (Not for Profit)

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**ARTICLE I: NAME**

Section 1:1 Name. The name of the corporation shall be Telios University, Inc.

Section 1.2. Registered Office. The registered office shall be that office specified in the Articles of Incorporation, as amended from time to time.

Section 1.3. Clerk. The Clerk of the Corporation shall be a resident of the State of Florida. The Clerk shall keep on file a list of all directors of the Corporation and shall keep, in a book kept for purpose, the records of all meetings of the directors, including records of all votes and minutes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Act. The Clerk shall have custody of the corporate seal and may affix the same on documents required it, and attest to the same.

Section 1.4. Seal. The seal of this Corporation shall be circular in from with the name of the Corporation, the word "Florida" and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a wafer seal in any from in respect of any particular documents or instruments, in which case such wafer seal affixed to such document or instruments, in which case such corporate seal of this seal of this Corporation thereon for all purposes provided by law.

**ARTICLE II: PRINCIPLE OFFICE**

The Principal place of business and mailing address shall be 1015 ATLANTIC BOULEVARD, SUITE 291, JACKSONVILLE, FL 33541.

**ARTICLE III: PURPOSE**

Section 3:1 Mission Statement.

(A). Telios University's (TU) primary mission is to promote the Gospel of the Lord Jesus Christ around the world.

(B). TU's mission is to provide high-quality academic study for adult learners who may or may not be an established ecclesiastical or allied health professional but wants a degree to enhance their personal growth from a Biblical perspective, as well as their chosen profession, vocation, avocation, or life work and who may not be able to attend a traditional university. This century has seen unprecedented social, political, technological and religious changes, and more profound changes lie ahead. By seeking a better understanding of the potential problems of the future, TU aspires to contribute to making it a more humane and spiritual one.

Section 3:2. The specific educational objectives of TU are as follows:

- (A). To Create Alternative Degree Opportunities for Adults.
- (B). To provide education, resources and programs on a dispersed basis via virtual campus technology (etc.) To adults whose professional, family and learning styles make attendance at traditional universities. Students do not convene on a regular basis in anyone place. Therefore, students are required to attend one five-day session each year (and one three-week summer session at the doctoral level preferably during the first year of enrollment).
- (C). To Conduct Curriculum Through Competency Assessments of Learning Outcomes.
- (D). To create opportunities for students to demonstrate degree level knowledge equivalent to educational outcomes in traditional, university degree programs via Knowledge Area Demonstration (KADs) developed by synthesis of both research, (utilizing a technologically advanced library system) and professional didactic experience.
- (E). To Provide an Adult Learning Environment Based Upon Knowledge of Adult Development.
- (F). To help adult learners understand themselves in the contest of change as a lifelong learning process assisting them in life planning including spiritual, psychological, maturational and professional development.
- (G). To Promote multi-discipline and Integrative Education by Bringing Together the Various Disciplines of Philosophy, Health Sciences and Theology.
- (H). To provide undergraduate, graduate, and doctorate levels of religious oriented education for individuals wanting to enhance their spiritual, philosophical, professional and clinical understanding and who can advance the state of knowledge in new applications. To promote a "team spirit" for the good of the public's holistic health.
- (I). To Education and Develop Clerics and Health Care Providers Who Will Eventually Increase the Availability of Ministry and Health Care in Local and Global Areas Suffering from Ministerial and Health Care Shortages.

#### **ARTICLE IV: MANNER OF ELECTION**

Section 4.1. General Powers. The activities of the Corporation shall be managed and controlled by a Board of Directors. All the corporate powers, except such as are otherwise provided for in these By Laws and in the Laws of the State of Florida, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 4.2. Election and Qualification. The initial Board of Directors was named by the Incorporator. Thereafter, Directors shall be elected by the Board at the annual meeting from a list of nominees presented by the nominating committee appointed by the Board. Directors shall hold office until the next annual meeting and until their respective successors shall have been elected and qualified.

Section 4.3. Vacancies, Resignation and Removal. Any vacancies in the Board of Directors, including newly created directorship created by increasing the number of directors, may be filled by majority vote of remaining directors then in office, although less than a quorum. Any director may resign his or her office by delivering a written resignation to the Chair of the Board, the President or the Clerk. Directors may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the directors present at a regular or special meeting, a quorum being established.

Section 4.4. Automatic Tender of Resignation. The Corporation's investment activities and charitable goals require an informed Board of Directors. Thus, any director who misses three (3) consecutive regularly scheduled meetings of the Board shall be deemed to have automatically tendered his or her absences to the Executive Committee or its designee prior to any action on the resignation. The Executive Committee or the Board may accept the tendered resignation by a two-thirds (2/3rds) vote of the directors present, a quorum being established.

Section 4.5. Leave of Absence. The Board of Directors may, in its discretion, grant a leave of absence to any director who requests, such leave of absence to any directors who requests such a leave in writing, stating the requested duration of leave and the reasons thereof.

Section 4.6. Annual meetings of the Board of Directors. As soon as practical after each annual election of the directors, the Board of Directors shall meet for the purpose electing a Chair of the Board, electing the officers of the Corporation, and transacting other business. Notice of such meeting need not be given if such meeting is held immediately after the annual election. In the absence of a quorum at said meeting, the same may be held at any hereinafter provided for special meetings of the Board of Directors.

Section 4.7. Regular Meetings. Regular meetings of the Board of Directors may be called by the Chair of the Board, the President, or by at least three (3) days or by telegraphing or personally delivering the same at least one (1) day before the meeting to the usual business or residence address of Director, but such notice may be waived by any Director. Regular meetings of the Board Directors may be held without notice at such time and place as shall be determined by the Board. Any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 4.8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the President, or by at least one (1) director. At such meetings the

directors may transact such business brought before the directors at a special meeting until the next regularly scheduled meeting of the Board of Directors.

Section 4.9. Notice of Meeting. Notice of all Directors' meeting, except as herein otherwise provided, shall be given by mail the same at least three ((3)) days or by telegraphing or personally delivering the same at least one (1) day before the meeting to the usual business or residence address of Director, but such notice may be waived by any Director. Regular meetings of the Board Directors may be held without notice at such time and place as shall be determined by the Board. Any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 4.10. Organization. At every meeting of the Board of Directors, the Chair of the Board of Directors shall preside, and the Clerk, or a person appointed by the Chair in the absence of the Clerk, shall take the minutes. The Chair of the Board of Directors shall have such powers and duties as are consistent with these By-Laws as may be assigned from time to time by the Board of Directors. The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of reasonable expenses incurred by the directors in the performance of their duties and reasonable compensation for special services rendered by any director, all in accordance with applicable federal laws and regulations.

Section 4.11. Quorum and Vote Required. At any meeting of the Board of Directors, a majority of the Board of Directors, a majority of the directors then in office (excluding any directors absent on leave of absence approved by the Board of Directors, provided that such leave of absence does not reduce the number of directors to at less than two (2)), shall constitute a quorum for the transaction of business. Except as otherwise expressly set forth herein, if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

Section 4.12. Participation in Meeting. Any member of the Board of Directors may participate in the meeting of the Board by, or conduct of meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, or any other means available under Maine law. A director participating in a meeting by such means is deemed to be present at the meeting.

Section 4.13. Unanimous Action of Directors without a Meeting. Any action which may be taken at a meeting of the Directors or of a committee of Directors may be taken without a meeting if all of these Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' and have the same effect as a unanimous vote.

Section 4.14. Contracts and Services. The Directors and officers of the corporation may be directly or indirectly in any contract relating to or incidental to the operations conducted by

corporation may be freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agents for other persons or corporation, or may be interested in the same matters as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501 ( c ) ( 3 ) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers to enter into or consummate any contract or other action.

#### **ARTICLE V: CORPORATION OFFICERS, BOARD OF DIRECTORS, AND ALL AFFILIATES**

Section 5.1. Corporation Officers, Board of Directors, and all Affiliates. All officers, board members, and affiliates such as, committee members, faculty members, teachers, instructors, professors, any person or persons affiliated with the Corporation shall embrace and believe in the Biblical Principle associated with the Religious Identity of the Judeo-Christian faith or belief system.

Section 5.2. Titles and Qualification. The officers of the Corporation shall be a President, a treasurer and other such officers as the Board of Directors may designate from time to time.

Section 5.3. Election. The Board of Directors shall elect the officers.

Section 5.4. Term of Office, Removal and Vacancies. Each officer of the Corporation shall hold office until his or her successor has been chosen and qualified or until his or her earlier death, resignation or lawful removal. Any officer may be removed at any time, with or without cause, by the Board of Directors. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 5.5. President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall be responsible for the general management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are implemented. The President, subject to the control of the Board of Directors, shall have authority to sign the President all deeds, lease, and mortgages of the Corporation. The President shall perform all other duties incident to this office prescribed by law, by these By-Laws, or by special vote of Directors.

Section 5.6. Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation. The Treasurer shall see that full and accurate accounts of receipts and disbursements are kept in

the books belonging to the Corporation and shall see that all moneys and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as may be to ordered by the Board of Directors, and shall see that the President and the Board of Directors so require, are rendered an accounting of all transitions and of the financial condition of the Corporation.

## **ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS**

Section 6.1. General Powers. The activities of the Corporation shall be managed and controlled by a Board of Directors. All the corporate powers, except such as are otherwise provided for in these By Laws and in the Laws of the State of Florida, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 6.2. Election and Qualification. The initial Board of Directors was named by the Incorporator. Thereafter, Directors shall be elected by the Board at the annual meeting from a list of nominees presented by the nominating committee appointed by the Board. Directors shall hold office until the net annual meeting and until their respective successors shall have been elected and qualified.

Section 6.3. Vacancies, Resignation and Removal. Any vacancies in the Board of Directors, including newly created directorship created by increasing the number of directors, may be filled by majority vote of remaining directors then in office, although less than a quorum. Any director may resign his or her office by delivering a written resignation to the Chair of the Board, the President or the Clerk. Directors may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the directors present at a regular or special meeting, a quorum being established.

Section 6.4. Automatic Tender of Resignation. The Corporation's investment activities and charitable goals require an informed Board of Directors. Thus, any director who misses three (3) consecutive regularly scheduled meetings of the Board shall be deemed to have automatically tendered his or her absences to the Executive Committee or its designee prior to any action on the resignation. The Executive Committee or the Board may accept the tendered resignation by a two-thirds (2/3rds) vote of the directors present, a quorum being established.

Section 6.5. Leave of Absence. The Board of Directors may, in its discretion, grant a leave of absence to any director who requests, such leave of absence to any directors who requests such a leave in writing, stating the requested duration of leave and the reasons thereof.

Section 6.6. Annual meetings of the Board of Directors. As soon as practical after each annual election of the directors, the Board of Directors shall meet for the purpose electing a Chair of the Board, electing the officers of the Corporation, and transacting other business. Notice of such meeting need not be given if such meeting is held immediately after the annual election. In the absence of a quorum at said meeting, the same may be held at any hereinafter provided for



special meetings of the Board of Directors.

Section 6.7. Regular Meetings. Regular meetings of the Board of Directors may be called by the Chair of the Board, the President, or by at least three (3) days or by telegraphing or personally delivering the same at least one (1) day before the meeting to the usual business or residence address of Director, but such notice may be waived by any Director. Regular meetings of the Board Directors may be held without notice at such time and place as shall be determined by the Board. Any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 6.8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the President, or by at least one (1) director. At such meetings the directors may transact such business brought before the directors at a special meeting until the next regularly scheduled meeting of the Board of Directors.

Section 6.9. Notice of Meeting. Notice of all Directors' meeting, except as herein otherwise provided, shall be given by mail the same at least three ((3) days or by telegraphing or personally delivering the same at least one (1) day before the meeting to the usual business or residence address of Director, but such notice may be waived by any Director. Regular meetings of the Board Directors may be held without notice at such time and place as shall be determined by the Board. Any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 6.10. Organization. At every meeting of the Board of Directors, the Chair of the Board of Directors shall preside, and the Clerk, or a person appointed by the Chair in the absence of the Clerk, shall take the minutes. The Chair of the Board of Directors shall have such powers and duties as are consistent with these By-Laws as may be assigned from time to time by the Board of Directors. The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of reasonable expenses incurred by the directors in the performance of their duties and reasonable compensation for special services rendered by any director, all in accordance with applicable federal laws and regulations.

Section 6.11. Quorum and Vote Required. At any meeting of the Board of Directors, a majority of the Board of Directors, a majority of the directors then in office (excluding any directors absent on leave of absence approved by the Board of Directors, provided that such leave of absence does not reduce the number of directors to at less than two (2), shall constitute a quorum for the transaction of business. Except as otherwise expressly set forth herein, if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

Section 6.12. Participation in Meeting. Any member of the Board of Directors may participate in the meeting of the Board by, or conduct of meeting through the use of, any means

of communication by which all directors participating may simultaneously hear each other during the meeting, or any other means available under Florida law. A director participating in a meeting by such means is deemed to present at the meeting.

Section 6:13. Unanimous Action of Directors without a Meeting. Any action which may be taken at a meeting of the Directors or of a committee of Directors may be taken without a meeting if all of these Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' and have the same effect as a unanimous vote.

Section 6:14. Contracts and Services. The Directors and officers of the corporation may br directly or indirectly in any contract relating to or incidental to the operations conducted by corporation may be freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agents for other persons or corporation, or may be interested in the same matters as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers to enter into or consummate any contract or other action.

Section 6:15. Initial Directors and/or Officers names and addresses are:

BYRON P. LYONS, DIRECTOR  
15 PINE CREST STREET  
FREDERICTON, NB, CA E3B-5E3

RUTH SAWLER, DIRECTOR  
37 CLARK STREET  
HARTLAND, NB CA E7P-1L3

SHARON GILDART, DIRECTOR  
34605 ROSEBUD ROW  
ZEPHYRILLS, FL 33541

ALSTON W. OLIVER, PRESIDENT  
106 OAK STREET  
MILFORD, ME 04461

THERESA F. OLIVER, TREASURER  
106 OAK STREET  
MILFORD, ME 04461

#### **ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida address of the registered agent is: SHARON GILDART, 34605 ROSEBUD ROW ZEPHYRILLS, FL 33541.

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the Incorporator is: ALSTON W. OLIVER, 106 OAK STREET MILFORD, ME 04461.

#### **ARTICLE IX: COMMITTEES**

Section 9.1. Appointment of Committees. The Board of Directors, by resolution, may designate any committees as it deems necessary, from time to time, which committees may consist of members of the Board of Directors and/or other persons as designated by the resolution authorizing the committee. The designation of any such committee and the delegation to it of authority shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each director shall be a member of at least one committee.

Section 9.2. Actions Reserved To The Board. In no event shall any committee have authority to:

- A. Amend the Articles of Organization;
- B. Adopt a plan to merger or consolidation;
- C. Sell or otherwise dispose of all or substantially all of the property and assets of the Corporation;
- D. Voluntarily dissolve the Corporation or revoke such dissolution; or
- E. Amend the By-Laws of the Corporation.

Section 9.3. Committee Procedures. Unless otherwise resolved by the Board of Directors, the following procedures shall apply to all committees:

- A. Two (2) - day advance notice of meetings shall apply to all committees:

B. A quorum for the transaction of business by any committee shall consist of a majority of its members.

C. All matters shall be decided by vote of a majority of the members present, a quorum being established.

D. Minutes of committee proceedings shall be kept and delivered to the Board of Directors at its next regular meeting.

E. The Chair of the Board shall appoint the Chairs of all committees, subject to approval of the Board of Directors.

## **ARTICLE X: FISCAL MATTERS**

Section 10.1. Borrowing, etc. No officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolution of the Board of Directors. Authority may be given by the Board for many of the above purposes and may be general or limited to specific instances.

Section 10.2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks, wire transfers and applications for electronic transfers signed by such two or more officers or employees as the Board shall from time to time will determine.

Section 10:3. Contributions. The Corporation shall have power to accept contributions of cash or property from public bodies, corporations, individuals, foundations, trusts, and others for one or more of its charitable and educational purposes and limited in any manner consistent therewith provided by the donor or by the contribution is made.

Section 10.4. Investments. All funds available for investment may be invested in such securities or other assets as the Board of Directors, or the Corporation's duly authorized officers, may direct. The Corporation shall have power to rent, lease, loan, sell, or otherwise dispose of any or all of the property of the Corporation, invest, or reinvest the proceeds received from the sale or disposition in other property or securities, real, personal, and mixed and repeat the exercise of the powers as occasion therefore may arise, and may execute any and all leases, deeds or other instruments necessary or proper in the management of funds and property of the Corp. C

Section 10.5. Execution of Documents. Unless the Board of Directors shall otherwise generally or in any specific instance provide, (i) any bill, note, check, or negotiable instrument may be executed or endorsed in the name and on behalf of the Corporation by President or Treasurer, acting singly and (ii) any other writings of whatever nature may be executed in the

name and on behalf of the Corporation by the President or the Treasurer, acting singly, who is also authorized to sell, transfer, acknowledge and deliver the same.

#### **ARTICLE XI: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

The Board of Directors shall adopt a written policy regarding indemnification of Corporations's directors, officers, and employees.

#### **ARTICLE XII: CONFLICTS OF INTEREST**

Section 12.1. Loans. No loan shall be made by the Corporation to its director or officers. Any director or officer who assents to or participates in the making of any such loans shall be liable to the Corporation for the amount of the loan until the repayment thereof.

Section 12.2. Conflicts of Interest Policy. The Board of Directors shall adopt a policy on conflicts of interest applying such standards to all directors, officers, and employees of the Corporation. Each officer and director shall notify the Board of Directors if he or she has a voting interest or any equity interest in, serves as an officer, director, general partner, supervisor or manager of, any business in which the Corporation proposes to lend money, or with the Corporation proposes to contract.

#### **ARTICLE XIII: FISCAL YEAR**

The Fiscal year of the Corporation shall be the calender year.

#### **ARTICLE XIV: CONDUCT OF MEETINGS**

The current edition of Robert's Rule of Order shall be the final source of authority for all questions of parliamentary procedures, provided that such rules are consistent with these By-Laws of the State of Florida.

#### **ARTICLE XV: BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of all accounts and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, committees having any of the authority of the Board of Directors or by other person duly appointed. Such records shall be kept at the registered office of the corporation and shall contain a record of names and addresses of all members of the Board of Directors and such committees. All books and records of the Corporation may be inspected by any officer or director, or their agent or attorney for the proper purpose at any reasonable time.

## ARTICLE XVI: NON-PROFIT STATUS

Prohibition Against Sharing in Corporate Earnings. No Director, officer, or employee of, or members of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of directors; and no such persons or persons shall be entitled to share in the distribution of any of the Corporation assets upon the dissolution of the Corporation.

## ARTICLE XVII: DISSOLUTION

Section 17.1. Manner of Dissolution. The Corporation may be dissolved upon the adoption at a meeting of the Board of Directors of a resolution to dissolve by the majority vote of the Directors in office.

Section 17.2. Disposition of Assets. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, educational organizations which would qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and as a charitable, religious, benevolent or educational corporation within the meaning of Florida State Laws or Statutes.

## ARTICLE XVIII: AMENDMENTS

Any provision of the By-Laws of the corporation may be amended, altered or repealed by a two-thirds (2/3rds) vote of the Board of Directors present at the any regular or special meeting at which a quorum is established and which is duly convened after notice to the directors giving a summary of the proposed amendments.

Adopted on November 15, 2006 by a unanimous resolution of the Board of Directors.

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sharon M. Hildart  
Signature/Registered Agent

Alton W. Chis  
Signature/Incorporator

11-16-06  
Date

11/15/06  
Date

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