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TRINITY BAPTIST COLLEGE, INC.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
TRINITY BAPTIST COLLEGE, INC.
a Florida not for profit corporation**

PREAMBLE

To guide the development of Trinity Baptist College, Inc., an institution of higher learning, dedicated to teaching the entire Bible as the inspired and infallible Word of God and propagating the Gospel of Jesus Christ to the ends of the world, these Articles of Incorporation have been established and adopted by the Board of Trustees.

**ARTICLE 1
NAME**

The name of the corporation is TRINITY BAPTIST COLLEGE, INC. (the "Corporation" or "College").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street and mailing address of the Corporation is 800 Hammond Boulevard, Jacksonville, Florida 32221.

**ARTICLE 3
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4
PURPOSES, LIMITATIONS, DISSOLUTION AND MISSION**

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code").

Section 4.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Section 4.1 of this Article. No substantial part of the activities of the

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Corporation shall be the carrying 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.3 Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to Trinity Baptist Church of Jacksonville, Inc., if it is still in existence or its successor, or if not in existence, then to one or more organization(s) organized for religious, charitable, or educational purposes and having its or their principal place of business in Duval County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code or 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.

ARTICLE 5

POWERS

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have any and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government,

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state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of trustees to be in furtherance of such purposes or purposes.

ARTICLE 6

MEMBERSHIP

Section 6.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 6.2 Members. The members of the Corporation shall be those persons who shall from time to time constitute the Board of Trustees of the Corporation.

Section 6.3 No Voting Rights Members of the Corporation, as such, shall have no voting rights.

ARTICLE 7

BOARD OF TRUSTEES

Section 7.1 Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees (the "Board, or the "Board of Trustees", or "Trustee", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 7.2 Number and Election. The number of Trustees constituting the initial Board of Trustees is ten (10). The number of Trustees may be expanded or reduced from time to time as provided in the bylaws, but shall never be less than five (5). The Trustees, including any ex officio trustees who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

Section 7.3 Trustees. The name and address of each person who is to serve as a Trustee until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

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<u>Name</u>	<u>Address</u>
Dr. Richard Adams	17800 Southeast Main Street Portland, Oregon 97233
Dr. Stanley Bennett	6100 Cornerstone Boulevard Richmond, Virginia 23234
Mr. Daniel Davis	9301 Crystal Springs Drive Jacksonville, Florida 32221
Mr. Thomas Carr	9833 Cresswell Lane North Jacksonville, Florida 32221
Mr. William Greene	1090 Knoll Drive West Jacksonville, Florida 32221
Mr. Mac Heavener, Jr.	5446 River Trail Road North Jacksonville, Florida 32277
Dr. Thomas Messer	8974 Mosey Along Court Jacksonville, Florida 32221
Mr. James Miller	320A Village Drive St. Augustine, Florida 32095
Dr. Charles T. Shoemaker	10482 Hamlet Terrace Jacksonville, Florida 32221
Mr. Kevin Southerland	1233 Peabody Drive East Jacksonville, Florida 32221

ARTICLE 8
INDEMNIFICATION

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

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ARTICLE 10
AMENDMENTS

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation. Any proposed amendment may be voted on at the annual meeting, or any regular or special meeting, of the Board of Trustees provided such proposed amendment has been submitted in writing to each member at least thirty (30) days prior to the meeting.

ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 Hammond Blvd., Jacksonville, Florida 32221, and the name of its initial registered agent at such address is Dr. Charles T. Shoemaker.

ARTICLE 12
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Stephen G. Prom, Esquire
Akerman Senterfitt, P.A.
50 North Laura Street, Suite 2500
Jacksonville, Florida 32202

ARTICLE 13
DOCTRINAL STATEMENT

Section 13.1 The Doctrinal Statement of Trinity Baptist College shall always remain identical to the Doctrinal Statement of the founding institution, Trinity Baptist Church of Jacksonville, Inc.

Section 13.2 THE HOLY SCRIPTURES:

We believe that the Holy Bible was written by men and supernaturally inspired; that it is truth without any admixture of error for its matter; and therefore is and shall remain to the end of the age the only complete and final revelation of the will of God to man; the true center of Christian union and the supreme standard by which all human conduct, creeds, and opinions should be tried. By "The Holy Bible" we mean that collection of sixty-six books from Genesis to Revelation, which, as originally written, does not only contain and convey the Word of God but is the very Word of God. By "inspiration" we mean that the books of the Bible were written by holy men of old as they were moved by the Holy Spirit in such a definite way that their writings were supernaturally and verbally inspired (II Timothy 3:16; II Peter 1:21). We also believe that the King James Version of the Bible is the divinely preserved Word of God for the

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English-speaking people (Psalm 12:6-7) and that it has enjoyed a miraculous manifestation of God's approval all during its history and use.

Section 13.3. THE TRUE GOD:

We believe that there is one, and only one, living and true God and infinite, intelligent Spirit, the Maker and Supreme Ruler of Heaven and Earth (Genesis 1:1; Psalm 90); that He is inexpressibly glorious in holiness and worthy of all possible honor, confidence, and love; that in the unity of the Godhead, there are three persons, the Father, the Son, and the Holy Spirit, equal in every divine perfection and executing distinct but harmonious offices in the great work of redemption and in the accomplishment of His eternal plan and purpose (I John 5:6-12).

Section 13.4. THE SON:

We believe that Jesus Christ, eternal with the Father, was begotten of the Holy Ghost and in miraculous manner; that He was born of Mary, a virgin, as no other person was ever born of woman, and that He is both the Son of God and God the Son (I John 1:1, 2). He is both true man, one person with two natures, tempted in all points like as we are, yet without sin (Isaiah 7:14; Hebrews 4:14-17).

Section 13.5. THE HOLY SPIRIT:

We believe that the Holy Spirit is a divine person; eternal and equal with God the Father and God the Son and of the same essence (I John 5:7); that He was active in the creation (Genesis 1:2); that in the unbelieving world He restrains the evil one until God's purpose is fulfilled; that He convicts of sin, of judgment and of righteousness; that He bears witness of the truth of the Gospel in preaching and testimony; that He is the agent in the new birth; that He seals, endues, guides, teaches, bears witnesses with, sanctifies, and helps the believer (John 14:7; Romans 8:14-27). Using Acts 1:8 as our criteria for evaluation, we believe that the evidence of the fullness the Holy Spirit in the life of the believer is boldness to witness for our Lord and Saviour Jesus Christ.

Section 13.6. SATAN OR THE DEVIL:

We believe that Satan was once holy and enjoyed heavenly honors; but through pride and ambition to be as the Almighty, he fell and drew after him a host of angels and is now the malignant prince of the power of the air and the unholy god of this world (Ezekiel 28:12-17; Isaiah 14:12-25). We hold him to be man's great tempter, the enemy of God and Jesus Christ, the accuser of the brethren, the author of all false religions, the chief source of the present apostasy, the lord of the anti-christ, and the author of all of the powers of darkness (I Peter 5:8, 9); destined, however, to final defeat at the hands of God's Son and the judgment of an eternal justice in the lake of fire, a place prepared for him and for his angels as well as all of the unbelievers of the ages (Revelation 20:10).

Section 13.7. THE CREATION:

We believe that the Genesis account of creation is to be accepted literally and not allegorically or figuratively (Genesis 1); that the creation was accomplished in six (6), twenty-

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four (24) hour days (Genesis 1:5, 8, 13, 19, 23, 31;2:2; Exodus 20:11); that man was created directly in God's own image and after His own likeness (Genesis 1:26, 27); that man's creation was not a matter of evolution or evolutionary change of species or development through interminable periods of time from lower to higher forms; that all animal and vegetable life were made directly by God, and God's established law was that they should bring forth only "after their kind." We deny any form of atheistic or theistic evolution (Romans 1:19, 20).

Section 13.8. THE FALL OF MAN:

We believe that man was created in innocence under the law of his Maker, but by voluntary transgression, he fell from his sinless and happy state of perfection (Genesis 3), in consequence of which, all mankind are now sinners and therefore under just condemnation without defense or excuse and are guilty before God (Romans 5:12; Psalm 51:5; Romans 3).

Section 13.9. THE ATONEMENT FOR SIN:

We believe that the salvation of sinners is wholly of grace through the mediatorial offices of the Son of God who by the appointment of the Father freely took upon Him our nature, yet without sin and honored the divine law by His personal obedience and by His death made a full and vicarious atonement for our sins; that His atonement was not merely an example but was the voluntary substitution enthroned in Heaven and is uniting in His wonderful person the tenderest sympathies with divine perfection. He is in every way qualified to be a suitable, a compassionate, and an all-sufficient Saviour (Hebrews 2:9; II Corinthians 5:21; Hebrews 10:4-14).

Section 13.10. THE NEW BIRTH:

We believe that in order to be saved, sinners must be born again; that the new birth is the new creation in Jesus Christ (John 3:3, 5); that it is instantaneous and not a process; that in the new birth the one dead in trespasses and in sins is made a partaker of the divine nature and receives eternal life, the free gift of God (Ephesians 2:8, 9); that the new creation is brought about in a manner above our comprehension, not by culture, not by character, nor by the will of man, but wholly and solely by the power of the Holy Spirit in connection with divine truth, so as to secure our voluntary obedience to the Gospel (John 1:13; Titus 3:5); that its proper evidence appears in the holy fruits of repentance and faith in newness of life (Galatians 5:22-25).

Section 13.11. JUSTIFICATION:

We believe that the great Gospel which Christ secures to such as believe in Him provides justification; that justification declares the sinner righteous through the merits of Jesus Christ (Romans 3:21-26) and this divine pardon is bestowed not in consideration of any works of righteousness which we have done, but solely through faith in the Redeemer's blood, and that His righteousness is imputed unto us; that through justification we have peace with God (Romans 5:1, 9).

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Section 13.12. REPENTANCE AND FAITH:

We believe that repentance and faith are solemn obligations and also inseparable graces wrought in our souls by the quickening Spirit of God; thereby, being deeply convicted of our guilt, danger, and helplessness, and being convinced of the way of salvation through Jesus Christ, we turn to God with unfeigned contrition, confession, and supplication for mercy; at the same time, we heartily receive the Lord Jesus Christ and openly confess Him as our only and all-sufficient Saviour (Jeremiah 8:6; Acts 17:30; 26:30).

Section 13.13. THE CHURCH:

We believe that a New Testament church is a congregation of baptized believers associated by a covenant of faith and fellowship of the Gospel observing the ordinances of Christ, governed by His laws, and exercising the gifts, rights, and privileges invested in them by His Word; that its officers of ordination are pastors or elders and deacons, whose qualifications, claims, and duties are clearly defined in the Scriptures (I Timothy 3:1-13; Titus 1:6-9); we believe the true mission of the church is found in the "Great Commission" which instructs us first, to make individual disciples (Matthew 28:19, 20); second, to baptize the converts; and third, to teach and instruct as He commanded. We do not believe in the reversal of this order.

We hold that the local church has the absolute right of self government, free from the interference of any hierarchy of individuals or organizations; and that Christ is the Head of the church and superintends over the work of the local church through the Holy Spirit (Ephesians 1:19-23); that it is scriptural for true churches to cooperate with each other in contending for the faith and for the furtherance of the Gospel (Jude 3); that every church is sole and only judge of the measure and method of its cooperation on all matters of membership, of policy, of government, of discipline, of benevolence, and that the will of the local Church is final (Matthew 18:15-20; Acts 5:29; I Corinthians 6:1-8). We are opposed to the ecumenical movement, neo-orthodoxy, new evangelicalism, liberalism, and modernism that emphasizes an unequal yoke with unbelievers, experience over Biblical truth, higher criticism that weakens inerrancy of the scriptures, social application of the gospel, and any other beliefs which abandon the historic fundamentals of the Christian faith in an attempt to accommodate Biblical Christianity and make it more acceptable to the modern mind.

Section 13.14. BAPTISM AND THE LORD'S SUPPER:

We believe that New Testament baptism is the immersion in water of a born-again believer in the name of the Father, of the Son, and of the Holy Ghost, with the authority and approval of the local church to show forth in a solemn and beautiful emblem our faith in the crucified, buried, and risen Saviour, as it pictures our death to sin and resurrection to a new life (Matthew 28:19, 20); that it is pre-requisite to the privileges of church membership and to the observing of the Lord's Supper.

We believe the Lord's Supper should always be preceded by solemn self-examination and that the sacred use of unleavened bread and the fruit of the vine are to commemorate together the dying love of Christ until He returns (Matthew 26:26-29; I Corinthians 11:30). The prerequisites to participation in the Lord's Supper are those laid down by Christ and his apostles as a church

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ordinance that include (1) Salvation (I Corinthians 11:27-29), (2) Baptism (Matthew 28:19-20; Acts 2:41, 46), (3) Church membership (Acts 2:46-47; I Corinthians 11:18, 22), and (4) an orderly walk (I Corinthians 11:27-29). A disorderly walk designates a course of life in a church member which is contrary to the precepts of the gospel including immoral conduct, disobedience to the commands of Christ, heresy (teaching false doctrine), and schism or promotion of division and dissension in the church. The New Testament accounts indicate that the Lord's Supper was observed only at regular appointed meetings of local churches and thus we believe that the scrutiny of qualifications for participation in the Lord's Supper rests with the same body.

Section 13.15. THE SECURITY OF THE BELIEVER:

We believe that the preserving attachment to Christ is the grand mark which distinguishes true believers from superficial professors; that it is a work of God the Father (John 10:28, 29; Romans 8:30), God the Son (Romans 8:34; I John 2:1), and God the Holy Spirit (Ephesians 4:30); and that they are kept by the power of God through faith unto eternal salvation (I Peter 1:5). We believe that God's eternal election and predestination guarantee their ultimate conformity to the image of Christ (Romans 8:29).

Section 13.16. THE RIGHTEOUS AND THE WICKED:

We believe that there is a radical and essential difference between the righteous and the wicked; that such only as through faith are justified in the name of the Lord Jesus and sanctified by the Spirit of our God are truly righteous in His esteem (Romans 8:1-10); all such as continue in impenitence and unbelief are in His sight wicked and under the curse (Romans 3:19-23), and this distinction holds among men both in life and after death in the everlasting conscious blessedness of the saved and the everlasting conscious punishment of the lost (Revelation 20:11-15).

Section 13.17. CIVIL GOVERNMENT:

We believe that civil government is of divine appointment for the interest and good of human society; that magistrates are to be prayed for (I Timothy 2:1-3), conscientiously honored and obeyed except only in things opposed to the will of our Lord Jesus Christ, the only Lord of conscience, the coming Prince of the Kings of the earth (Acts 5:29; Romans 13:1-5).

Section 13.18. THE SECOND COMING OF CHRIST:

We believe that the Lord Jesus Christ Himself is coming again in the air at any moment to catch up all born again believers and to reward their service (I Thessalonians 4:15-17; I Corinthians 3:12-14); the unbelievers left behind will go through a seven year period called the Tribulation, after which Christ shall return visibly to the earth to set up His kingdom of 1,000 years of righteous rule; after this, the unbelievers of all ages will stand at the Great White Throne to be judged and cast into the lake of fire, separated from God forever, while the believers spend eternity in the fullness of joy and in the presence of our Lord forever (Revelation 20:11-15).

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Section 13.19. MISSIONS AND MISSIONARIES:

We believe that all men everywhere are lost and condemned and that the command to go and preach the Gospel to the world is clear and unmistakable and that this commission was given to the churches. Following New Testament precedent and example, we believe that all missionary endeavors should be under the ultimate sponsorship of the local congregation and that no mission board should ever misconstrue its purpose to attempt to hold or to assign authority to itself (Matthew 28:19, 20; Acts 13).

Section 13.20. THE GRACE OF GIVING:

We believe that God's method of financing His earthly work of spreading the Gospel to all nations, the care of the churches and the support of the ministry, is by the tithes and offerings of God's people. We believe that they are to be given to the Lord through His church or storehouse and are to be distributed as directed by the leadership of the Holy Spirit as the need arises. We believe that the time to tithe is upon the first day of the week. We also believe that everyone is accountable to the Lord for a minimum standard of giving of one tenth of his income and that offerings are to be given above the tithe as God has prospered the individual (Malachi 3:8-10; I Corinthians 16:2).

Section 13.21. HUMAN SEXUALITY:

We believe that God has commanded that no intimate sexual activity should be engaged in outside of marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, tran-sexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex (Genesis 2:24; 19:5, 13; 26:8-9, Leviticus 18:1-30; Romans 1:26-29; I Corinthians 5:1; 6:9, I Thessalonians 4:1-8; Hebrews 13:4).

Section 13.22. MARRIAGE, DIVORCE AND REMARRIAGE:

We believe that marriage was instituted by God to be a permanent union between a man and a woman and therefore we are opposed to same sex marriages. We further believe that God hates divorce and intends marriage to last until one of the spouses dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. Although divorced and remarried persons or divorced persons may hold positions of service in the Church and be greatly used of God for Christian service, they may not be considered for the offices of pastor or deacon (Genesis 2:24; Malachi 2:14-17; Matthew 19:3-12; Romans 7:1-3; I Timothy 3:2, 12; Titus 1:6).

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Section 13.23. ABORTION AND EUTHANASIA:

We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions of pregnancies due to rape, incest, birth defects, gender selection, birth or population control, or the mental well-being of the mother are acceptable (Job 3:16; Psalms 51:5; 139:14-16; Isaiah 44:24; 49:1, 5; 20:15-18; Luke 1:44).

We believe that life is sacred and any act of putting to death a person suffering from a distressing disease, illness or health problem from injury (euthanasia or mercy killing) for his own good is virtually an instance of self-deification usurping a right that belongs to God (Psalm 68:20; II Kings 5:7; Job 1:21; 2:6; Hebrews 9:27).

Section 13.24. LAWSUITS BETWEEN BELIEVERS:

We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the Church to resolve personal disputes. We believe the Church possesses all the resources necessary to resolve personal disputes between members (Article IV, Arbitration of Disputes). We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander (I Corinthians 6:1-8; Ephesians 4:31-32).

The Undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certified that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30 day of January, 2008.



Stephen G. Prom, Incorporator

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That TRINITY BAPTIST COLLEGE, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 800 Hammond Blvd., County of Duval, State of Florida, has named Dr. Charles T. Shoemaker as its registered agent to accept service of process within this state.

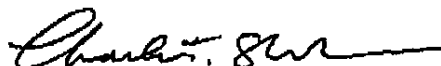
1-30-08
Date


Stephen G. From, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

1-30-08
Date


Charles T. Shoemaker

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TALLAHASSEE, FLORIDA

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