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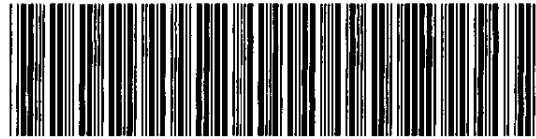
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08 MAR 17 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOSEPH L. VAUGHN, JR., P.A.  
ATTORNEY AT LAW

2468 Atlantic Boulevard  
Jacksonville, Florida 32207

(904) 346-0013  
Facsimile (904) 396-9778  
Also Admitted in Alabama

March 13, 2008

VIA EXPRESS U. S. MAIL (No. EB 920220518 US)

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Filing for new Florida Not-For-Profit Corporation  
THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.

Dear Department of State:

On behalf of First Baptist Church of Jacksonville, Florida, Inc., as the incorporator of THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC., a Florida Not-For-Profit corporation, enclosed are the following documents for filing:

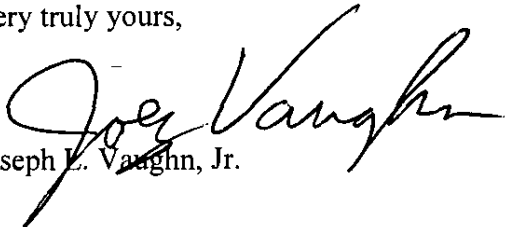
1. Original Articles of Incorporation and one copy.
2. Check in the amount of \$87.50 (Filing fee, Certified Copy and Certificate of Status).

Please return all correspondence concerning this matter to the following:

John Blount  
First Baptist Church of Jacksonville, Florida, Inc.  
124 West Ashley Street  
Jacksonville, Florida 32202  
(904) 366-1129

Thank you for your prompt attention to this matter. Please call me if you have any questions or need any additional information.

Very truly yours,

  
Joseph L. Vaughn, Jr.

JLV  
Enclosures as stated

cc: John Blount, First Baptist Church (with copy of enclosure)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.  
(Florida Not-For-Profit)**

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms the Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the Corporation is **THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.** (hereinafter referred to in these Articles of Incorporation as the "Corporation").

**ARTICLE II: PRINCIPAL OFFICE**

The initial principal office and initial mailing address of the Corporation shall be located at 124 West Ashley Street, Jacksonville, Florida 32202.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). The specific purposes for which the Corporation is organized are:

1. To own, manage, and operate a Christian school, with grades Transitional Kindergarten through 12<sup>th</sup> grade, and all activities associated with the said school.
2. To assist in and contribute to the growth and development of the ministries and activities of **FIRST BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC.**

**ARTICLE IV: DURATION**

The existence of the Corporation shall begin on the date of filing with the State of Florida, Department of State, Division of Corporations, and the term of duration of the Corporation shall be perpetual.

**ARTICLE V: INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the initial registered office of the Corporation is 2468 Atlantic

Boulevard, Jacksonville, Florida 32207. The name of the initial registered agent of the Corporation at that address is Joseph L. Vaughn, Jr.

#### **ARTICLE VI: RESTRICTIONS**

A. **No Private Inurement.** No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 purposes set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

B. **No Substantial Lobbying.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. **No Political Campaigning.** 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.

D. **Irrevocable Dedication.** The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VII: DIRECTORS**

A. **Number.** The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. **Powers.** The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Bylaws of the Corporation.

C. **Term.** The term of each member of the Board of Directors shall be as established in the Bylaws of the Corporation.

D. **Election.** The method of electing the Board of Directors shall be set forth in the Bylaws of the Corporation.

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

The name and address of the Incorporator of the Corporation are:

First Baptist Church of Jacksonville, Florida, Inc.  
124 West Ashley Street  
Jacksonville, Florida 32202

## **ARTICLE IX: DISSOLUTION**

Upon the dissolution of the Corporation, assets of the Corporation shall be distributed to **FIRST BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC.**, a Florida non-profit corporation, which Church is currently an entity which qualifies as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, and if **FIRST BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC.**, has ceased to exist as an incorporated entity or is no longer an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

## **ARTICLE X: MEMBERS**

The sole voting member and the sole member of the Corporation shall be **FIRST BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC.**

## **ARTICLE XI: POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of these Articles of Incorporation, including the power to act as trustee.

## **ARTICLE XII: LIMITATION OF LIABILITY**

A. Limitation. The personal liability of a Director to the Corporation for monetary damages for breach of duty of care or other duty as a Director is hereby eliminated entirely; provided that such provision shall not eliminate or limit the liability of a Director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Chapter 617 of the Florida Statutes, as amended; (iv) for any transaction from which the Director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision ("A" above) shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be unanimously approved by all currently serving Directors of the Corporation. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

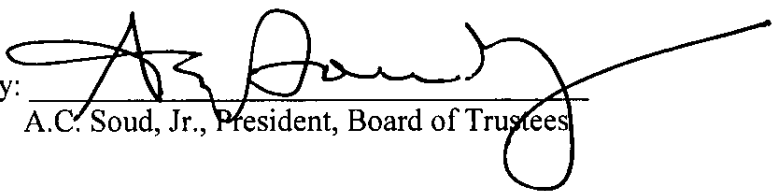
D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE XIII: AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the voting member in accordance with the procedure provided by Chapter 617, Florida Statutes and as otherwise provided for in the Bylaws of the Corporation.

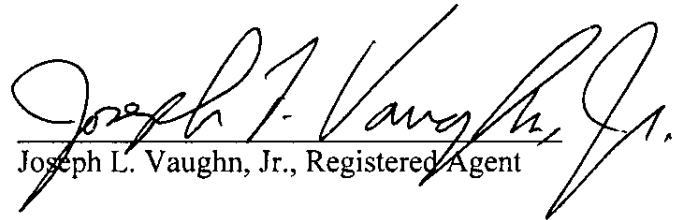
The undersigned incorporator has made and subscribed these Articles of Incorporation this 13<sup>th</sup> day of March, 2008.

**FIRST BAPTIST CHURCH OF  
JACKSONVILLE, FLORIDA, INC.**

By:   
A.C. Soud, Jr., President, Board of Trustees

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, § 617.0501, Florida Statutes and the position of registered agent.

  
Joseph L. Vaughn, Jr., Registered Agent

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