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CRC ARTS ACADEMY, INC.

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Amended And Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CRC ARTS ACADEMY, INC.**

(Florida Document Number: N09000005451)

The corporation was incorporated on June 3, 2009 under the name CRC Arts Academy, Inc. pursuant to Chapter 617, Florida Statutes, and amended and restated Articles of Incorporation were approved by unanimous written consent of the directors of the corporation on June 28, 2009. The corporation does not have members.

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

Section 1.1 **Name.** The name of the corporation is CRC Arts Academy, Inc. (the "Corporation").

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal office of the Corporation are 10005 Gate Parkway North, Jacksonville FL 32246.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes.** The Corporation is organized for the purpose of establishing and operating a fine arts academy providing Christian-based instruction in the arts for people of all ages and to undertake activities that are related or incident thereto in furtherance of the purpose and teachings of CrossRoad United Methodist Church, Inc., a Florida not for profit corporation or any successor in interest to such corporation (the "Church"). The Corporation is organized exclusively for charitable and educational purposes as will qualify it as exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, this Corporation is organized exclusively for such purposes as are permitted under the terms of that certain letter (the "Exemption Letter") dated October 16, 2974, from the Internal Revenue Service to the Council on Finance and Administration of the United Methodist Church, or under the terms of any future letter or other document that modifies or replaces the Exemption Letter.

**ARTICLE III
BOARD OF TRUSTEES (DIRECTORS)**

Section 3.1 **Corporate Affairs.** The affairs of the Corporation shall be managed by a board of directors called the Board of Trustees who shall be appointed initially, and from time to time thereafter, by the Senior Pastor of the Church with the consent of the Board of Trustees of

the Church. The Board of Trustees shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

Section 3.2 Number. This Corporation shall have five (5) Trustees initially. The number of Trustees may be increased or reduced from time to time; however, the Corporation shall at all times have at least three (3) Trustees.

Section 3.3 Names and Addresses of Initial Trustees. The names and addresses of the persons who are to serve as the initial Trustees of the Corporation until the appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
Cathy Giddens	10005 Gate Parkway North, Jacksonville, FL 32246
Jerry Winkler	10005 Gate Parkway North, Jacksonville, FL 32246
Randy Touchton	10005 Gate Parkway North, Jacksonville, FL 32246
Vicky Cripps	10005 Gate Parkway North, Jacksonville, FL 32246
Dabney Ware	10005 Gate Parkway North, Jacksonville, FL 32246

ARTICLE IV LIMITATIONS

Section 4.1 Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. No substantial 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation may utilize Church facilities and pay the Church reasonable compensation for such use in accordance with agreements as it may enter into with the Church from time to time. The Corporation may, from time to time, distribute excess funds, if any, to the Church.

**ARTICLE V
DISSOLUTION**

Section 5.1 **Dissolution.** Upon the dissolution of the Corporation, all assets remaining after payment of costs and expenses of such dissolution shall be distributed to the Church, provided that the Church is then qualified for exemption under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Codes, or the corresponding sections of any future federal tax code, or if the Church is not then so qualified or does not then exist, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state 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.

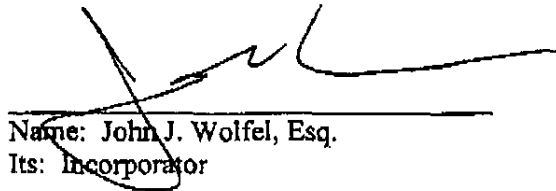
**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

Section 6.1 **Name and Address.** The street address of the initial registered office of this Corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the initial registered agent of this Corporation at that address is: F&L Corp.

**ARTICLE VII
AMENDMENTS**

These Articles of Incorporation may be amended by the Corporation at any time or from time to time; provided, however, that the Corporation shall be required to obtain the consent of the Board of Trustees of the Church in order to amend Section 3.1 herein.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these amended and restated Articles of Incorporation as of the 30th day of June, 2009.


Name: John J. Wolfel, Esq.
Its: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above amended and restated Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L CORP.



By: Charles V. Hedrick, Esq.
Authorized Signatory

One Independent Drive, Suite 1300,
Jacksonville, Florida 32202-0517
June 30, 2009