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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
LAKEWOOD UNITED METHODIST PRESCHOOL, INC.

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*Amended And
Restated And*

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April 16, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAKEWOOD UNITED METHODIST PRESCHOOL, INC.
6133 SAN JOSE BOULEVARD
JACKSONVILLE, FL 32217

SUBJECT: LAKEWOOD UNITED METHODIST PRESCHOOL, INC.
REF: N09000011370

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tina Roberts
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

RESTATED AND AMENDED ARTICLES OF INCORPORATION

The sole member of this corporation, pursuant to Florida Statute Section 617.002(2) has amended the Articles of Incorporation of Lakewood United Methodist Pre-School, Inc., (without action by directors) at a meeting of the sole member. Such amendment was adopted by vote of the sole member, which is sufficient for approval under F.S. Section 617.1006(3) on March. 24, 2010.

In Compliance with Chapter 617, F.S., (A Florida Not for Profit Corporation, the Article of Incorporation are herein restated and amended in their entirety, as follows)

ARTICLE I - NAME

The name of the corporation shall be Lakewood United Methodist Preschool, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address of the corporation is 6133 San Jose Boulevard, Jacksonville, FL 32217.

ARTICLE III - PURPOSE

This corporation is organized for any lawful purpose not prohibited to corporations not for pecuniary profit under the laws of the State of Florida, for charitable, benevolent, educational and religious purposes.

ARTICLE IV - MANNER OF ELECTION OF INITIAL DIRECTORS AND OFFICERS

The initial directors and officers are to be elected whether by consent or at an organizational meeting of the incorporator pursuant to Florida Statute Sections 617.0205 (1)(b) and (2). The number of directors shall be at least three (3) and up to twelve (12) persons.

ARTICLE V - DIRECTORS AND/OR OFFICERS

The initial directors of this corporation shall be elected as stated in Article IV hereof. The directors and officers shall be chosen from the membership of Lakewood United Methodist Church, Jacksonville, Florida or from the existing church staff, or as otherwise approved by the action of the initial board of directors. The initial directors shall adopt bylaws which set out provisions relevant to directors and officers, re-elections and other matters.

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Kenneth G. Anderson
2951 Front Road
Jacksonville, FL 32257

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is:

Kenneth G. Anderson
Concorde I. Suite 250
3030 Hartley Road
Jacksonville, FL 32257

ARTICLE VIII – COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall commence on the earlier of November 25, 2009 or when the Articles of Incorporation for this corporation are filed with the Department of State of the State of Florida. This corporation shall have perpetual existence.

ARTICLE IX – MEMBERSHIP

The sole member of this corporation is Lakewood United Methodist Church, Inc., a Florida corporation not for profit. There will be no shares of stock herein and none shall be issued.

ARTICLE X

If this corporation were a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended ("Code"), it may not act so as to give rise to any taxes under Code Sections 4941(a), 4943(a), 4944(a) or 4945; or engage in any act of self dealing, as defined in Section Code Section 4941(d); nor retain any excess business holding as defined in Code Section 4943(a); or make any taxable expenditure as defined in the Code. It shall distribute amounts, sufficient, to avoid liability under Code Section 4942(a) of the Code, if applicable.

ARTICLE XI – BYLAWS

Subject to Florida law and the Articles of Incorporation, by-laws of this corporation, shall govern matters pertaining to the administration of the corporation. Such by-laws may be amended, by the directors subject to approval by the member.

ARTICLE XII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended as provided by law, by the affirmative vote of the majority of the Board of Directors and by the member at a regular or special meeting of said board and said member or by written consent, without a meeting. An amendment, in the

alternative, may be adopted by the written approval of the member pursuant to Florida Statute Section 617.1006(3).

ARTICLE XIII - DISTRIBUTIONS AND RESTRICTIONS ON CORPORATION ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation, nor other private individual. No officer or director of the corporation or other private person shall be entitled to share in the distribution of any of the assets of the corporation in the event of its dissolution. In the event of the corporate dissolution, its net assets shall be distributed to Lakewood United Methodist Church, Inc., a Florida corporation not for profit, duly qualified under a Code Section 501 (c)(3). No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Officers and directors may be reasonably compensated for personal services actually rendered to this corporation as permitted by law and may be reimbursed for ordinary and necessary expenses incurred; but provided further, that no such compensation or expense reimbursement shall be made if such act would conflict with provisions of law providing for the exemption of this corporation from taxation or deductibility of gifts and bequests to this corporation for income, gift and estate tax purposes.

ARTICLE XIV. INDEMNITY

Each director, employee, officer or agent of this corporation may be indemnified by such corporation, under Sections 607.0831, 607.0850, 617.0831 and 617.0834 of the Florida Statutes against costs and expenses, including attorney's fees, liabilities or judgments, imposed upon or reasonably incurred by the indemnitee in connection with any action, suit or proceeding, or appeals, in which the indemnitee may be a party or having previously been a trustee, director, employee, officer or agent, as to actions taken or omitted in such capacity; provided such indemnity shall not extend to costs, expenses or amounts of liability or judgments, for any director, employee, officer or agent on matters where indemnitee is finally adjudged to liable for gross negligence or willful misconduct in performance of the indemnitee's duties, or sums required to be paid in settlements based on gross negligence or willful misconduct of the indemnitee.

Indemnification, if duly authorized by this corporation may inure to each director, employee, of the officer or agent, whether or not the indemnitee is acting as such at the time such costs and expenses, including attorney's fees and judgments, if any, are imposed or incurred, and whether the claim asserted is based on matters which antedate the adoption of this Article; and in the event of the indemnitee's death, may extend to the indemnitee's legal representatives, successors and heirs.

(C) This Article XIV shall not apply if in conflict with the qualification of this corporation under Code Sections 501(a), or allowability of contributions under Sections 170, 2055 and 2522, of the Code, nor subject to the corporation, its officers or directors to liability for excise taxes under Sections 4940 through 4945 of the Code.

The undersigned on behalf of the sole member has executed this Restated and Amended Articles of Incorporation on March 24, 2010.

Lakewood United Methodist
Preschool, Inc.

By: 

Its: John F. Fannin, Chairman, Board of Trustees
Lakewood United Methodist Church

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF LAKEWOOD UNITED METHODIST PRESCHOOL, INC.**

Having been named as registered agent to accept service of process for the above stated 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.

By: 

Kenneth G. Anderson
2951 Front Road
Jacksonville, FL 32257
Registered Agent

April 8, 2010
Date