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FLORIDA PROFIT/NON PROFIT CORPORATION
ST. LUKE'S LUTHERAN CHURCH & SCHOOL FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
ST. LUKE'S LUTHERAN
CHURCH & SCHOOL FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation (the "Corporation") pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I.
NAME**

The name of the Corporation shall be St. Luke's Lutheran Church & School Foundation, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be as follows:

2021 W State Road 426
Oviedo, FL 32765

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation (the "Corporation") shall commence corporate existence effective as of April 30, 2010 and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV.
PURPOSES**

(a) The general purpose of this Corporation shall be to operate exclusively for charitable, religious, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) The specific purpose of this Corporation shall be to raise, receive, maintain and manage a fund or funds of real or personal property, or both, solely for the use and benefit of St. Luke's Evangelical Lutheran Church, Inc. of Slavia, Florida ("SLELC"), a Florida non-profit

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corporation described under Section 509(a)(1) of the Code and exempt from Federal income tax under Section 501(c)(3) of the Code, in its mission to proclaim Jesus Christ so that all may know God and grow in faith toward Him and in love toward one another.

ARTICLE V.
GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) 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 loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its trustees, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or 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, state, territory, governmental district, or municipality or of any instrumentality thereof.

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(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE VI. PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (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 IV hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

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3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VII. DISSOLUTION ACTIVITIES

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer all of the assets of the Corporation to SLELC; provided, however, that if SLELC is not then organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify such organization as being exempt from federal income tax under Section 501(c)(3) of the Code, then the Corporation shall transfer such assets to such organization or organizations which, at the discretion of the Corporation and consistent with the general intentions and wishes of the donors of such assets, are organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at that time qualify such organization or organizations as being exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall instead be disposed of by the Circuit Court 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 charitable, educational, religious, or scientific purposes, and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE VIII. MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE IX. REGISTERED OFFICE AND AGENT

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

Judi Cooper
2021 W State Rd 426
Oviedo, FL 32765

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The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE X.
BOARD OF TRUSTEES

The trustees shall be elected and the number of trustees may be either increased or diminished from time to time as provided in the Bylaws, provided however, the number of trustees shall not be less than three (3).

ARTICLE XI.
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, Florida 32801

ARTICLE XII.
BYLAWS

To adopt, alter, amend or repeal the Bylaws, either the Board of Trustees or the Members shall first make a recommendation to the other that Bylaws should be adopted, altered, amended or repealed, and along with such recommendation, include the exact text of any proposed adoption, alteration or amendment. The party receiving the recommendation, whether the Board of Trustees or the Members, shall then consider the recommendation, and vote to accept or reject the recommendation. Once a majority of the members of the Board of Trustees and a majority of the Members of this Corporation have approved a resolution for the adoption or repeal of the Bylaws or the alteration or amendment of the Bylaws, then this Corporation shall submit the resolution to the Board of Directors of the SLELC. Once the SLELC Board of Directors makes the decision to consent to the recommended adoption, alteration, amendment or repeal of the Bylaws, then the Bylaws shall be adopted, altered, amended or repealed as provided in the recommendation. There shall be no adoption, alteration, amendment or repeal of the Bylaws without the consent of the Board of Directors of SLELC.

ARTICLE XIII.
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its trustees, officers, employees and agents, and former trustees, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed

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to be taken by said trustees, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.


ARTICLE XIV.
AMENDMENT

To amend these Articles of Incorporation, either the Board of Trustees or the Members shall first make a recommendation to the other that the Articles of Incorporation should be amended, and along with such recommendation, include the exact text of any proposed amendment. The party receiving the recommendation, whether the Board of Trustees or the Members, shall then consider the recommendation, and vote to accept or reject the recommendation. Once a majority of the members of the Board of Trustees and a majority of the Members of this Corporation have approved a resolution for the adoption of any proposed amendment of the Articles of Incorporation, then this Corporation shall submit the resolution to the Board of Directors of the SLELC. Once the SLELC Board of Directors makes the decision to consent to the recommended amendment to the Articles of Incorporation, the Articles of Incorporation shall be amended as provided in the recommendation. There shall be no amendment, modification or alteration to the Articles of Incorporation without the consent of the Board of Directors of SLELC.

ARTICLE XV.
HEADINGS, CAPTIONS AND DEFINITIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions. References to "the Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 30th day of April, 2010.



William R. Lowman, Jr., Esq., Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 30 day of APRIL, 2010.


Judith A. Cooper, Registered Agent

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