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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Jacksonville Christian Arts Center, Inc.

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Page Count	0506
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**ARTICLES OF INCORPORATION
OF
JACKSONVILLE CHRISTIAN ARTS CENTER, INC.**

The undersigned acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is JACKSONVILLE CHRISTIAN ARTS CENTER, INC. ("JCAC" or the "Corporation").

ARTICLE II

Tax Exempt Purpose

The Corporation is organized and shall be operated exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. To further the work of christian missions in establishing, supporting and maintaining the Christian arts, through its programs.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other

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domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 prior enumerated purposes. No 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

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b. Upon the dissolution of the Corporation, assets shall be distributed to its sole member, as more particularly described in Article III, below, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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. 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.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE III **Membership**

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The Corporation shall have one (1) member only, and said member shall be Church of the Messiah, Inc., a Florida not for profit corporation ("Church of the Messiah"), an organization which itself is exempt under Section 501(c)(3) of the Code. All other conditions of membership in the Corporation, if any, shall be as stated in the By-Laws of the Corporation.

ARTICLE IV **Perpetual Existence**

This corporation shall have perpetual existence.

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ARTICLE V
Board of Directors

The initial directors and all continuing directors shall be the members of the Rectors Council of Church of the Messiah (the "sole member"), as provided in Article III, above. The number of directors may be increased or decreased from time to time based on the number of members of the Rector's Council of the Sole Member, except that the number of directors shall never be less than three (3). All directors of the Corporation, being the members of the Rector's Council of the Sole Member of the Corporation, shall be elected pursuant to the Articles of Incorporation and By-Laws of the Sole Member, and under applicable provisions of state law.

ARTICLE VI
By-Laws

Except for the initial By-Laws of the Corporation, which shall be adopted by the Incorporator, the power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE VII
Principal office and Mailing Address

The address of the principal office of the Corporation is c/o Church of the Messiah, 9000 Regency Square Blvd., Suite 211, Jacksonville, Florida 32211. The mailing address of the Corporation is c/o Church of the Messiah, P.O. Box 8608, Jacksonville, Florida 32239.

ARTICLE VIII
Registered Office

The name and address of the Corporation's initial registered office is W. Morgan Speer, P.A., 8461 Lake Worth Road, Suite 238, Lake Worth, Florida 33467.

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ARTICLE IX
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members or disinterested directors of the Corporation or otherwise.

ARTICLE X
Incorporator

The name and address of the incorporator is:

W. Morgan Speer
W. Morgan Speer, P.A.
8461 Lake Worth Road, Suite 238
Lake Worth, Florida 33467

WITNESS the hand and seal of said incorporator this 19th of May, 2010.

W. Morgan Speer
W. Morgan Speer, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That JACKSONVILLE CHRISTIAN ARTS CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office located at 9000 Regency Square Blvd., Suite 211, Jacksonville, Florida 32211, has named W. Morgan Speer, P.A., 8461 Lake Worth Road, Suite 238, Lake Worth, Florida 33467, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

W. MORGAN SPEER, P.A.

By: W. Morgan Speer
Its: President

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