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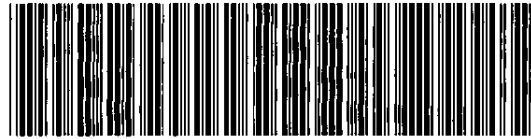
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 17 2010
D.A. WHITE



Eric A. French
(404) 437-7022
efrench@schiffhardin.com

ONE ATLANTIC CENTER, SUITE 2300
1201 WEST PEACHTREE STREET
ATLANTA, GEORGIA 30309
t 404.437.7000
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August 13, 2010

VIA FEDERAL EXPRESS

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

**Regarding: A Beka Academy International, Inc.
Articles of Incorporation (Not For Profit Corporation)
Articles of Incorporation**

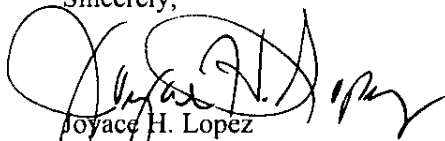
To Whom It May Concern:

In connection with the above referenced filing, enclosed please find the following:

1. One (1) executed original and one (1) additional required copy of the Articles of Incorporation for A Beka Academy International, Inc.; and
2. Our firm check #413727 in the amount of \$87.50 for the Filing Fee, Certified Copy and Certificate of Status.

Please file the Articles of Incorporation and return a **Certified Copy** and **Certificate of Status** to me at the address above. If you have any questions regarding the enclosed, please feel free to telephone me at 404.437.7067.

Sincerely,



Joyce H. Lopez
Assistant to Eric Anthony French

EAF:jhl
Enclosures

AT8209358.1

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: A Beka Academy International, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eric A. French, Esq.
Name (Printed or typed)

1201 W Peachtree Street NE, Suite 2300
Address

Atlanta, GA 30309
City, State & Zip

(404) 437-7022
Daytime Telephone number

efrench@schiffhardin.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
A BEKA ACADEMY INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Incorporation:

1. **Name.** The name of the corporation is

A BEKA ACADEMY INTERNATIONAL, INC.
2. **Registered Office and Registered Agent/Incorporator Name and Address.** The initial Registered Agent of the corporation is Dr. Arlin Horton. The address of the initial Registered Agent is 250 Brent Lane, Pensacola, Florida 32503. The name and mailing address of the incorporator are Dr. Arlin Horton, 250 Brent Lane, Pensacola, Florida 32503.
3. **Principal Office.** The complete address of the principal office of the corporation in the State of Florida shall be 250 Brent Lane, Pensacola, Florida 32503, in the County of Escambia. The mailing address of the corporation is P.O. Box 17600, Pensacola, Florida 32522-7600.
4. **Not for profit.** The corporation is not for profit.
5. **Purposes.** This is a non-profit organization as authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, Florida Statutes, organized exclusively for educational and charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, but not limited to the following:

To conduct any and all activities that will contribute to the general education and religious training of students, and in furtherance of the spread of Christianity. The organization shall endeavor to instruct students in the essentials of culture, giving special emphasis to the Christian view of life and the standard of ethics as set forth in the Holy Scriptures, and affirming basic truths of biblical Christianity including the following:

The Bible is the inspired Word of God and the Christian's final authority for faith and practice (II Timothy 3:16). The birth of Jesus Christ is evidence of His Deity, in that He was Virgin born and was God in the flesh. (Matthew 1:20, I Timothy 3:16). The Blood of Jesus Christ, shed on Calvary, is the only Atonement for man's sin. (I Peter 1:18-19, I John 1:9, John 14:6). The burial, bodily Resurrection of Jesus Christ from the tomb, and His ascension into Heaven. (I Corinthians 15:1-4). The Body of Christ, also called the Church, is composed of all born-again believers who have by faith accepted Jesus Christ as Savior. (Ephesians 2:8-22, 3:1-21, 4:4-16, 5:23-32). The Blessed hope of the personal return of Jesus Christ back to earth. (Titus 2:13). The believers call is to a life of consecration which requires increasing in the knowledge of Christ and growing in grace (Colossians 1:10, II Peter 3:18, John 15:4-5). The will of God for all believers is to give evidence of sanctification to the world through being honorable in all relations with others (Romans 12:1-2, I Thessalonians 4:3, James 1:27). God created man and woman and instituted marriage between one man and one woman, as a picture of Christ's relationship with the church (I Corinthians 7:1-17, Hebrews 13:4, Matthew 19:3-12, Ephesians 5:22-33).

In accordance with the teachings of the Word of God, this organization is committed to the following:

- (1) The instruction and education of students on the campus or campuses, in Christian schools and home schools located elsewhere, and through educational textbooks and materials distributed should always conform to the Word of God.
- (2) To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purposes.

6. **Powers.** As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon not for profit corporations by the laws of the State of Florida, including but not by way of limitation, those enumerated in Sections 617.0302 and 617.0303 of the Florida Not For Profit Corporation Act, and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall

inure to the benefit of, or be distributable to, its directors, 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 corporate purposes.

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Florida, any restrictions or limitations under federal law.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Florida concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Florida, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this amended and restated Articles of Incorporation, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.

7. **No Members.** This corporation shall have no members.
8. **Directors.** There shall be no fewer than three (3) members of the board of directors. The bylaws may provide that the directors be divided into two (2) or more classes for terms of office which may expire at different times. The Bylaws of the corporation shall provide for the method of election of directors.

9. **Dissolution.** In the event of dissolution, the residual assets of the organization will be turned over to the A Beka Academy, Inc. If such organization is not then in existence or is not qualified as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, such assets shall be turned over 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 to the federal, state, or local government for exclusively public purposes as approved by the Directors.

10. **Amendments.** The provisions of these amended and restated Articles of Incorporation are subject to amendment as provided under the laws of the State of Florida; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

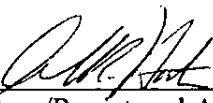
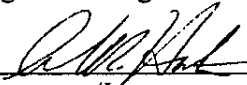
11. **Other Provisions.** This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes of such chapter as amended or modified.

12. **Internal Revenue Code and Regulations.** All references in these amended and restated Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future law, together with all valid regulations thereunder.

The undersigned, being the incorporator herein, has executed these Articles of Incorporation this 6th day of August 2010, thereby acknowledging under penalties of perjury that the foregoing is the act and deed of the undersigned and that the facts stated therein are true.


Incorporator

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: 
Signature/Registered Agent

Signature/Incorporator

8/6/2010
Date
8/6/2010
Date

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SECRETARY OF STATE
GALLAHUSSEE, FLORIDA