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COVER LETTER

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

SUBJECT: Bethany Christian School Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status
ADDITIONAL COPY REQUIRED

FROM: Thomas O. Wells, P.A.
Name (Printed or typed)

540 Biltmore Way
Address

Coral Gables, FL 33134
City, State & Zip

305-444-0016
Daytime Telephone number

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

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

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**ARTICLES OF INCORPORATION
FOR
BETHANY CHRISTIAN SCHOOL FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Corporate Name**

The name of the corporation shall be **BETHANY CHRISTIAN SCHOOL FOUNDATION, INC.** (hereinafter referred to as the "Foundation").

**ARTICLE II
Principal Office**

The mailing and street address of the Foundation's principal office shall be located at 615 Southeast 9th Street, Fort Lauderdale, FL 33316.

**ARTICLE III
Purpose**

The Foundation is organized and operated exclusively for the benefit of Bethany Christian School currently located at 615 Southeast 9th Street, Fort Lauderdale, Florida (the "School"). The School is an accredited Christian school for children ages 2 through Grade 8 owned and operated as a ministry by The Evangelical Foundation for Christian Service, Inc., a Florida not-for-profit corporation and a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), doing business as Rio Vista Community Church (the "Church"). The Foundation shall qualify as a supporting organization under Code Section 509(a)(3), and its purposes shall be limited to those purposes allowed for a supporting organization under Code Section 509(a)(3). Without in any way limiting the foregoing general stated purpose of the Foundation, the Foundation is hereby specifically authorized to make payments, donations and grants to or for the use of the School, to raise funds, endowments and restricted and/or unrestricted gifts for the School and to provide services or facilities for the School. The Foundation may have such additional purposes which may be the same or similar to, but no broader than, the purposes of the School as set forth in these Articles of Incorporation. The Foundation may not engage in any activities that are not in furtherance of its purposes as a supporting organization under Code Section 509(a)(3). The Foundation is not authorized or empowered to operate to support or benefit any other organization other than the School or upon dissolution at a time when the School no longer exists, one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the School and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE IV
Powers; Restrictions

A. Powers. The Foundation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Foundation, limited only by the restrictions set forth in these Articles of Incorporation and those imposed upon similar organizations under Code Section 509(a)(3).

B. Exercise of Powers; Restrictions. The Foundation, its Board of Directors and its members shall transact the business of the Foundation only in the following manner:

1. No portion of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that the Foundation 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 herein.

2. The Foundation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. No substantial part of the activities of the Foundation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V
Membership

The Foundation shall not have any members.

ARTICLE VI
Term of Existence

The Foundation shall exist perpetually.

ARTICLE VII
Incorporator

The name and address of the undersigned incorporator is:

NAME

Thomas Hendrikse

ADDRESS

880 South Federal Highway
Fort Lauderdale, Florida 33316

ARTICLE VIII
Board of Directors

The powers of the Foundation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws. A majority of the Board of Directors of the Foundation shall be directors who are then serving as members of the Board of Directors of the School and/or Church so that the Foundation shall qualify as a Type I supporting organization that is operated, supervised and/or controlled by the School pursuant to Code Section 509(a)(3)(B)(i).

ARTICLE IX
Dissolution

Upon the dissolution or winding up of the affairs of the Foundation, all assets remaining after payment, or provision of payment, of all debts and liabilities of the Foundation, shall be distributed in the sole discretion of the Board of Directors to the School or if the School is not then in existence, then to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the School and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE X
Avoidance of Excise Taxes

A. If the Foundation is treated as a non-operating private foundation, the Foundation 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 of the Code, or any corresponding provisions of any future United States Revenue Law.

B. The Foundation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Foundation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Foundation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Foundation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

ARTICLE XI **Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Foundation's Bylaws. Members of the Foundation shall not be entitled to vote on any amendments to these Articles of Incorporation.

ARTICLE XII **Amendments to By-Laws**

The Bylaws of the Foundation may be made, altered, or rescinded by the Board of Directors of the Foundation as provided in the Bylaws.


ARTICLE XIII **Indemnification**

Every director and officer of the Foundation and every member of the Foundation serving the Foundation at its request shall be indemnified by the Foundation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Foundation, or by reason of his or her serving or having served the Foundation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Foundation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XIV **Registered Agent and Office**

The name of the Foundation's initial registered agent is Thomas Hendrikse and the street and mailing address of the Foundation's initial registered office in Florida is c/o Rio Vista Community Church, 880 South Federal Highway, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28 day of SEPTEMBER, 2010.

A handwritten signature in black ink, appearing to be 'TH' with a horizontal line extending to the right.

Thomas Hendrikse

ACCEPTANCE AS REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **BETHANY CHRISTIAN SCHOOL FOUNDATION, INC.**, a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

REGISTERED AGENT



Thomas Hendrikse

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA