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FLORIDA PROFIT/NON PROFIT CORPORATION

TMA Heritage Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
TMA HERITAGE FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be:

TMA Heritage Foundation, Inc.

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 1500 Lukas Lane, Oviedo, Florida 32765.

**ARTICLE III - Purpose**

A. The Corporation is organized exclusively for charitable, religious or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and in particular:

(a) To operate exclusively for the benefit of The Master's Academy of Central Florida, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization");

(b) To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Supported Organization;

(c) To raise, hold, invest and spend cash and assets convertible into cash for the benefit of or on behalf of the Supported Organization;

(d) To make distributions to or on behalf of the Supported Organization for its religious charitable and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion; and

(e) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the

powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Code Section 501(a) as described in Section 501(c) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1500 Lukas Lane, Oviedo, Florida 32765, and the name of the initial registered agent of the Corporation at that address is William Harris.

#### ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall not receive any compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Michael E. Batts	1500 Lukas Lane Oviedo, Florida 32765
Richard Lee	1500 Lukas Lane Oviedo, Florida 32765
Michael Armstrong	1500 Lukas Lane Oviedo, Florida 32765

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation, and shall have the qualifications set forth in the Bylaws.

#### ARTICLE VII - Incorporator

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Street Address</u>
William Harris	1500 Lukas Lane Oviedo, Florida 32765

#### ARTICLE VIII - Incorporator

The Corporation shall not have members.

#### ARTICLE IX - Amendment to Articles and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purpose of the Corporation, the transfer or disposition of property, the relationship between the Corporation and the Supported Organization, the manner in which directors are appointed, director qualifications or the requirements for amending these Articles or the Bylaws of the Corporation shall not be effective or filed unless approved by the Board of Directors of the Corporation and the Board of Directors of the Supported Organization. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the Board of Directors of the Corporation may amend the Articles of Incorporation and/or the Bylaws without the approval of the Board of Directors of the Supported Organization, including amendments that identify a new tax exempt entity or entities to be supported or that eliminate the supporting organization purpose of the Corporation.

For purposes of this Article, a Triggering Event shall mean:

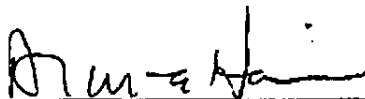
- (a) the dissolution of the Supported Organization by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution, or
- (b) the bankruptcy or insolvency of the Supported Organization, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed, or
- (c) the Supported Organization loses its tax exempt status, or
- (d) the Supported Organization ceases to operate a private Christian school, or
- (e) a judgment is entered against the Supported Organization for damages of more than \$1,000,000 in excess of applicable insurance policy limits.

#### ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to the Supported Organization, if the Supported Organization is then exempt under Section 501(c)(3) of the Internal Revenue Code. If the Supported Organization is not then exempt, the remaining assets shall be distributed exclusively to such organization or organizations that at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purpose of the Supported Organization.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to the Supported Organization if possible or, if not possible, to one or more organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with the purpose of the Supported Organization.

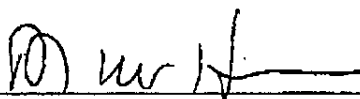
WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of May, 2012.



Dr. William Harris, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of TMA Heritage Foundation, Inc.

  
\_\_\_\_\_  
Dr. William Harris

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