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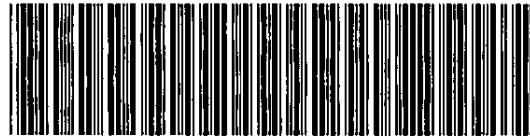
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Restated
APR 18 2015
T. LEMIEUX

FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER
MEMBER FLORIDA AND CALIFORNIA BARS

April 4, 2014

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Berean Christian Academy, Inc.
Articles of Restatement of Articles of Incorporation


Dear Sirs:

Enclosed herewith please find the following documents in regards to a Restatement of Articles of Incorporation containing amendment thereto:

- Restatement of Articles of Incorporation;
- Certificate of Restatement of Articles of Incorporation; and
- Check for \$35 Filing Fee made payable to the Florida Department of State.

Thank you for your attention hereto. For further information concerning this matter, please call or email the undersigned.

Sincerely yours,



Barry J. Fuller

BJF:tbw

Enclosures

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**ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
BEREAN CHRISTIAN ACADEMY, INC.
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE
NAME**

The name of the Corporation is **BEREAN CHRISTIAN ACADEMY, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 4459 Highway 17 South, Fleming Island, Clay County, Florida 32003, and the mailing address of the Corporation is the same.

**ARTICLE THREE
DURATION**

The term of existence of the Corporation is perpetual; and the Corporate existence will commence on the filing of these Article by the Department of State.

**ARTICLE FOUR
PURPOSE**

This Corporation is organized pursuant to Chapter 617, Florida Statutes as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose of this Corporation shall include but shall not be limited to the education and religious training of students, and to this end:

- A. To carry out the Great Commission of Christ, as given in Matthew 28:19:20.
- B. To administer the ordinances of the New Testament; baptism and the Lord's Supper;
- C. To edify the Saints of God through the preaching and teaching of the Word of God as set forth in the Articles of Faith of Berean Baptist Church of Orange Park, Florida.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future

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United States Internal Revenue Law), or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FIVE SCOPE OF POWER

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE SIX PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation. In furtherance thereof:

6.1. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

6.2. No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

6.3. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

6.4. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

6.5. No part of the income of the Corporation shall enure to the benefit of any shareholder, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets.

6.6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

6.6.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

6.6.2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

6.6.3. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

6.6.4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

6.7. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN DISSOLUTION

Upon termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will 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 of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE EIGHT MANAGEMENT OF CORPORATE AFFAIRS

8.1. BOARD OF TRUSTEES. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees, which shall also be known as the Board of Directors. The number of the shall be three (3), provided however, that such number may be changed by a by-law duly adopted so changing the number of Trustees, but the number shall never be less than three (3). If the Pastor is not an elected or appointed member of the Board, he shall be an ex-officio member thereof. Trustees shall be elected at each annual meeting of the

member and shall serve for a term of one year until the next annual meeting of the member and until the election of their successors in office.

8.2. DEACONS. The number of Deacons shall be set, and may be increased or diminished, from time to time, by the Pastor of the Church, but in no event shall the number of Deacons be reduced below three (3). The method of election or appointment of the Deacons, and their removal from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board of Deacons, and the manner of calling and holding meetings of Deacons, shall be as stated in the By-Laws of the Corporation. A Deacon may also hold the office of Trustee or Director.

ARTICLE NINE DIRECTORS

The number of Directors shall be set, and may be increased or diminished, from time to time, by the By-Laws, but in no event shall the number of Directors be reduced below three (3). The method of election of the Directors of the Corporation, and their removal from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the By-Laws of the Corporation.

ARTICLE TEN MEMBERSHIP CORPORATE MEMBER

The corporation shall have one class of membership, which class shall consist of one member, designated as the "corporate member." The corporate member shall be Berean Baptist Church of Orange Park, Inc., a Florida Nonprofit Corporation. In addition to matters required by statute, the corporate member shall have the sole power to appoint the directors of the corporation. The articles of incorporation and bylaws shall not be changed without the approval of the corporate member. Except as set forth herein, the qualifications and rights of the member, any quorum and voting requirements for meetings and activities of the member, and notice requirements sufficient to provide notice of meetings and activities of the member are set forth in the bylaws.

ARTICLE ELEVEN AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation shall be amended in the following manner. The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the member entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to the member entitled to vote at such meeting in accordance with the articles of incorporation or the

bylaws. The proposed amendment shall be adopted upon receiving at least a majority of the votes which the member present at such meeting or represented by proxy is entitled to cast. If there is no member, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

ARTICLE TWELVE AMENDMENT OF BY-LAWS

The Bylaws of the Corporation shall be amended in the following manner. The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the member entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to the member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority of the votes which the member present at such meeting or represented by proxy is entitled to cast. If there is no member, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

ARTICLE THIRTEEN REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of the Corporation shall be 2301 Park Avenue, Suite 404, Orange Park, Clay County, Florida 32073. The initial registered agent of the Corporation at that address shall be **BARRY J. FULLER**.

ARTICLE FOURTEEN INITIAL INCORPORATOR

The name and residence address of the initial Incorporator is:

DR. THOMAS NEAL 3722 Glynn Cottage Court
Green Cove Springs, Florida 32003

ARTICLE FIFTEEN INDEMNIFICATION

The Corporation shall indemnify and defend its trustees, directors, officers, deacons, employees, and agents as set forth in the By-laws.

STATEMENT OF ADOPTION

Pursuant to Fla. Stat. § 617.1006(4) there are no members, and the Board of Directors of the Corporation adopted this Restatement on March 27, 2014.

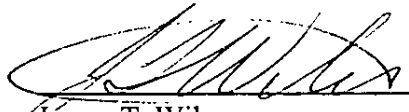
IN WITNESS WHEREOF, we have subscribed our names to these Articles of Restatement of Articles of Incorporation this 27 day of March, 2014.

Dated: March 24, 2014



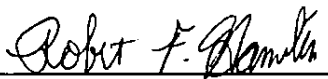
Greg Neal
Director

Dated: March 27, 2014



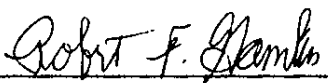
James T. Wiles
Director

Dated: March 27, 2014



Robert F. Hamilton
Director

Attest:



Robert F. Hamilton
Secretary

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared **GREG NEAL**, who is known to be the persons described in and who subscribed the above Restated Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of March, 2014, in the County and State aforesaid.



Teresa L Corzine

NOTARY PUBLIC
State of Florida at large

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared **JAMES T. WILES**, who is known to be the persons described in and who subscribed the above Restated Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27 day of March, 2014, in the County and State aforesaid.



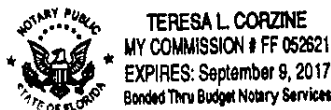
Teresa L Corzine

NOTARY PUBLIC
State of Florida at large

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared **ROBERT T. HAMILTON**, who is known to be the persons described in and who subscribed the above Restated Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27 day of March, 2014, in the County and State aforesaid.



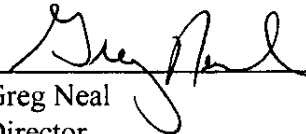
Teresa L Corzine

NOTARY PUBLIC
State of Florida at large

CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION


Pursuant to Fla. Stat. § 617.1007(3), Berean Christian Academy, Inc. hereby submits this its Certificate of Restatement of Articles of Incorporation, and certifies that pursuant to Fla. Stat. § 617.1006(4) there are no members, and the Board of Directors of the Corporation adopted this Restatement on March 24, 2014.

Dated: March 24, 2014



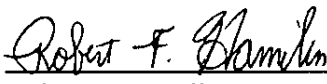
Greg Neal
Director

Dated: March 27, 2014




James T. Wiles
Director

Dated: March 27, 2014



Robert F. Hamilton
Director

Attest:



Robert F. Hamilton
Secretary

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BEREAN CHRISTIAN ACADEMY, INC.

Pursuant to Sections 48.091 and 617.1507, Florida States, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon **BEREAN CHRISTIAN ACADEMY, INC.**, a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this ____ day of March, 2014.



BARRY J. FULLER