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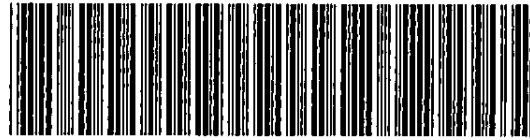
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# Koinonia College & University

*"Fellowship Transcending Fences"*

**Executive Offices**

11150 Berry Road  
Waldorf, MD 20603  
P: (888) 707-3340  
F: (240) 607-6711  
[admin@koinonia.com](mailto:admin@koinonia.com)

**Academic Dean**

Dr. Timothy R. Wood

**Executive Director**

Rachel Kelley-Pisani

**Registrar**

Carol Roland

**Business Operations  
& Finance**

Tara L. Wood

October 4, 2012

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

**RE: KOINONIA COLLEGE & UNIVERSITY, INC.**

Dear Sir or Madam:

Enclosed please find two original, executed copies of our Articles of Incorporation and By-Laws for the subject non-profit company. Also enclosed, is our filing fee, registered agent designation fee, certified copy fee, and the certificate of status fee; totaling \$96.50.

Kindly return our certified copy and certificate of status in the return addressed enveloped provided.

Thank you for your assistance.

Sincerely,

Tara L. Wood  
Business Operations & Finance

## ARTICLES OF INCORPORATION

### Koinonia College and University, Inc.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, they hereby agree and certify as follows:

#### ARTICLE I

##### NAME

The name of this Corporation shall be:

**KOINONIA COLLEGE AND UNIVERSITY, INC.**

#### ARTICLE II

##### COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE III

##### PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purpose, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

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(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and incomes.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, faith based education, faith based educational movements, and faith based media correspondents, and faith based purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes to the public or to any governmental entity or other nonprofit entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to affect its general purpose.

(o) To affiliate with national and state educational organizations that promote and protect private quality faith-based education.

(p) To affiliate Koinonia College and University, Inc. with faith based religious and educational organizations of like faith and practice.

#### **ARTICLE IV**

#### **MEMBERSHIP**

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

#### **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located as 6167 George Road, Punta Gorda, FL 33982. The initial registered agent of the Corporation and registered agent address shall be Karen M. Collier, 6167 George Road, Punta Gorda, FL 33982. The Corporation may change its registered agent and registered agent address or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

### **ARTICLE VI**

#### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Corporation are:

Timothy Raymond Wood  
2706 Moran Drive  
Waldorf, MD 20601

Rachael Rene Pisani  
4225 Franklin Street  
Kensington, MD 20895

Donald Grant Kroah  
2909 Winter Chase Way  
Annapolis, MD 21401

### **ARTICLE VII**

#### **INCORPORATORS**

The name and street address of the persons signing these Articles as incorporator is:

Timothy Raymond Wood  
2706 Moran Drive  
Waldorf, MD 20601

Rachael Rene Pisani  
4225 Franklin Street  
Kensington, MD 20895

Donald Grant Kroah  
2909 Winter Chase Way  
Annapolis, MD 21401

## **ARTICLE VIII**

### **BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers employees and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE X**

### **AMENDMENT**

This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XI**

### **HEADINGS AND CAPTIONS**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being an incorporator herein before named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this \_\_\_\_ day of September, 2012.

Timothy Raymond Wood (SEAL)  
Timothy Raymond Wood

STATE OF Virginia  
COUNTY OF Arlington

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy Raymond Wood, known to me and known by me to be the persons or has produced a Maryland driver license as identification who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, 2012.



Gerald T. Halstead II  
Notary Public

(Notary Seal) My Commission Expires:

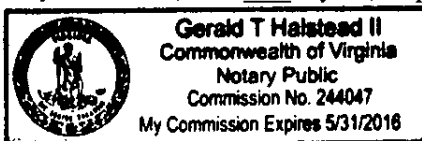
IN WITNESS WHEREOF, the undersigned, being an incorporator herein before named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 1st day of September, 2012.

Rachael Rene Pisani  
Rachael Rene Pisani

STATE OF Virginia  
COUNTY OF Arlington

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rachael Rene Pisani, known to me and known by me to be the persons or has produced a Maryland driver license as identification who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, 2012.



Gerald T. Halstead II  
Notary Public

(Notary Seal) My Commission Expires:

Articles of Incorporation KOINONIA COLLEGE AND UNIVERSITY, INC.

IN WITNESS WHEREOF, the undersigned, being an incorporator herein before named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this \_\_\_\_ day of September, 2012.

 (SEAL)  
Donald Grant Kroah

STATE OF Virginia  
COUNTY OF Armington

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Donald Grant Kroah, known to me and known by me to be the persons or has produced a Maryland driver license as identification who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13<sup>th</sup> day of, September, 2012.



  
, Notary Public

(Notary Seal) My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN KOINONIA COLLEGE AND UNIVERSITY, INC. AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS  
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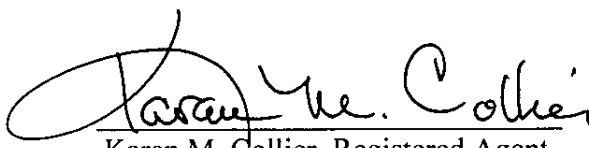
**In compliance with Section 48.091, Florida Statutes, the following is submitted:**

Koinonia College and University, Inc. desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 6167 George Road, Punta Gorda, FL 33982 has named and designated Karen M. Collier as its Registered Agent to accept service of process within the State of Florida at 6167 George Road, Punta Gorda, FL 33982

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 31st day of August, 2012.

  
Karen M. Collier, Registered Agent

Articles of Incorporation KOINONIA COLLEGE AND UNIVERSITY, INC.