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A LIMITED LIABILITY COMPANY

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August 25, 2021

Via Federal Express #7746 3563 0869

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N Monroe Street, Suite 810  
Tallahassee, FL 32303

**RE: Amended and Restated Articles of Incorporation**  
**LIGONIER ACADEMY OF BIBLICAL AND THEOLOGICAL STUDIES, INC.**

Ladies and Gentlemen:

We hope you are well.

Enclosed please find for filing the Amended and Restated Articles of Incorporation of LIGONIER ACADEMY OF BIBLICAL AND THEOLOGICAL STUDIES, INC., a Florida nonprofit corporation with Document Number N13000005972, which is being renamed REFORMATION BIBLE COLLEGE, INC.

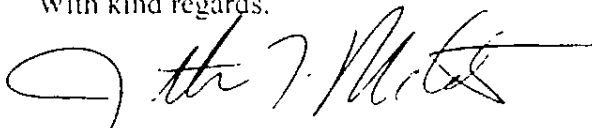
We also enclose the following:

- A check for \$43.75, as payment for the filing fee and a certified copy of the filed restated articles (additional copy of the articles is enclosed).
- A prepaid, pre-labeled Federal Express Return Envelope with Tracking #7746 3577 0270.

Communication concerning this matter should be addressed to Jonathan T. McCants at jmccants@birdlawfirm.com; 404.264.9400; or at the address above.

Thank you very much for your assistance with this matter.

With kind regards,



Jonathan T. McCants  
Bird, Loechl, Brittain & McCants, LLC

Enclosures

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

**LIGONIER ACADEMY OF BIBLICAL AND THEOLOGICAL**

**STUDIES, INC.**

**(A FLORIDA NOT FOR PROFIT CORPORATION)**

(being renamed REFORMATION BIBLE COLLEGE, INC.)

These Amended and Restated Articles of Incorporation of Ligonier Property Holdings, Inc. (the "Articles"), which require the affirmative vote of a majority of the current directors and approval of the Sole Member in order to be adopted by the corporation, were adopted and authorized by unanimous written consent approving the restatement on and as of the date, August 16, 2021, thereby amending and superseding entirely the original Articles of Incorporation, and any amendments thereto; all pursuant to the Florida Not For Profit Corporation Act, as amended (sometimes herein, the "Act").

**ARTICLE I. NAME**

The name of the corporation is:

REFORMATION BIBLE COLLEGE, INC.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (sometimes herein, the "Act"). The corporation recognizes the sovereignty and holiness of God and the Lordship of Jesus Christ over all of its affairs. The corporation shall be governed according to the tenets of the historic Christian faith, and according to the Protestant Reformed theological beliefs of the corporation. The

corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. Further, the corporation shall be governed by sound biblical truths, all in accordance with its governing documents and the religious protections provided by applicable law.

### **ARTICLE III. PURPOSES**

The corporation is organized and operated exclusively for religious and religious educational purposes (including charitable, literary and scientific purposes that are related to and also in furtherance of those religious purposes) in order to support the religious mission and exempt purposes of Ligonier Ministries, Inc. (the Sole Member identified in Article VII, below), including without limitation operating a Christian educational institution providing undergraduate and graduate degree programs and other post-secondary educational programs grounded in the Reformed tradition and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized and operated pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees,

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 purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, if permitted by law, the corporation may make the election provided in Section 501(h) of the Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

Section 4. Integrated Auxiliary Status. (a) The corporation is intended to be an integrated auxiliary as described in Treasury Regulations Section 1.6033-2(h)(1) and (5). (b) Nevertheless, to the extent that (i) more than 50% of the corporation's total support comes from sources other than the Sole Member or its members and supporters, and (ii) the corporation is required to meet the internal support test established in Treasury Regulations Section 1.6033-2(h)(4), then the corporation shall not offer admissions, goods, services or facilities for sale, other than on an incidental basis, to the general public (except

those sold at a nominal charge or for an insubstantial portion of cost). (c) The corporation shall report at least annually, regarding its financial and general operations, to the Sole Member.

## **ARTICLE VI. DIRECTORS**

Section 1. Number. The board of directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the corporation as amended from time to time.

Section 2. Powers. The board of directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote (of a quorum, and except where a greater vote or the consent of the Sole Member is otherwise expressly required), in any way permitted by applicable law, but which is not inconsistent with the Extended Version of Statement of Faith, the religious beliefs of the corporation, or these Articles of Incorporation.

Section 3. Term and Election. The term of each member of the board of directors shall be as established in the bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, the board of directors shall have the power to amend or restate these Articles of Incorporation, by a majority vote of the directors then in office, in any way permitted by applicable law.

but which is not inconsistent with the Extended Version of the Statement of Faith, provided further that such amendment or restatement is approved in writing by the Sole Member.

Section 5. Current Directors. The current board of directors consists of seven (7) members, whose names are Vesta Sproul, Christopher Larson, Robert Wohleber, W. Robert Godfrey, Steven Lawson, Stephen Nichols, and James Campisi, each of whom may be reached at the principal office of the corporation.

#### **ARTICLE VII. SOLE MEMBER**

The corporation has one (1) member, LIGONIER MINISTRIES, INC. (EIN: 25-1298611) (herein, the "Sole Member"), a not for profit corporation organized and operated as a tax-exempt entity described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code, with such rights and powers as are expressly stated herein and in the bylaws. Notwithstanding any other provision herein to the contrary, no right or privilege of the Sole Member provided herein or in the bylaws may be materially reduced or eliminated without the express written consent of the Sole Member.

#### **ARTICLE VIII. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

#### **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. The board of directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' (2/3) vote of the entire board of directors, provided that the Sole Member also consents in writing to the dissolution.

Section 2. Liquidation. Upon the dissolution of the corporation, the board of directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the board of directors shall determine, or (ii) exclusively to or for the use of the Sole Member, or such other organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and agree with the general version of the corporation's Statement of Faith, and shall at the time be described in Section 170(c)(2) of such Code, as the board of directors shall determine.



Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the board of directors of the Sole Member.

#### **ARTICLE X. CONTINGENT RESTRICTIONS**

Section 1. Contingent Private Foundation Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

## **ARTICLE XI. REGISTERED OFFICE AND AGENT:**

### **PRINCIPAL OFFICE**

Section 1. Registered Office. The name and street address and county of the current registered agent and registered office of the corporation remains unchanged and is Marybeth L. Pullum, 250 International Parkway, Lake Mary, Seminole County, Florida 32746.

Section 2. Principal Office; Mailing Address. The principal office and mailing address of the corporation is currently located at 421 Ligonier Court, Sanford, Florida 32771.

Section 3. Changes to Offices and Agents. The board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

## **ARTICLE XII. STATEMENT OF FAITH**

The corporation subscribes to the understanding of particular doctrinal matters as set forth by the Sole Member's "Statement of Faith", as provided for in Addendum 1 (General Version), Addendum 2 (Core Version), and Addendum 3 (Extended Version) of the Sole Member's bylaws. All directors shall affirm the Extended Version of the Statement of Faith or be subject to immediate dismissal by a majority of the other directors (in addition to being subject to dismissal at any time by the Sole Member).

Notwithstanding any other statement to the contrary, this Article XII shall only be amended or restated by an affirmative vote of 90% or greater of the Sole Member's board of directors, and any other provision that conflicts with the corporation's Statement of Faith shall be null and void.

### **ARTICLE XIII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the

event of any amendment of the Act to authorize the further elimination or limitation of liability of an officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE XIV: INDEMNIFICATION**

Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the forgoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit

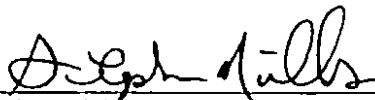
shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.

Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its bylaws or resolution of the board of directors, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the board of directors may from time to time deem appropriate or advisable.

*I submit this document and affirm that, to the best of my knowledge and belief, the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155 of the Florida Statutes.*

**LIGONIER ACADEMY OF BIBLICAL AND THEOLOGICAL STUDIES, INC.**

(being renamed REFORMATION BIBLE COLLEGE, INC.)

BY:   
Stephen Nichols, President