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10/24/14



Laura Smith Lang
Attorney and Counselor at Law
llang@brewerjackson.com

October 22, 2014

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32314
Via Federal Express 771591283150

Re: Articles of Incorporation; Potential Christian Academy, Inc.

Dear Sir or Madam:

Enclosed please find for filing the original Articles of Incorporation for Potential Christian Academy, Inc., a new Florida nonprofit corporation. Also enclosed please find the filing fee in the amount of \$78.75 for the filing fees and certified copy of the filed Articles. Please cause these articles to be filed and return a certified copy to this office at the address listed below.

Should you have any questions or concerns please do not hesitate to contact me.

Yours truly,

A handwritten signature in black ink, appearing to be "Laura Lang", written in a cursive style.

Laura Lang

LSL/gw
Encl.

ARTICLES OF INCORPORATION
OF
POTENTIAL CHRISTIAN ACADEMY, INC.

The undersigned, acting as Incorporator of a corporation in compliance with the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE 1
ENTITY NAME

The name of the Corporation is Potential Christian Academy, Inc.

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation and mailing address shall be located at 12401 Stirling Road, Cooper City, Florida 33330.

ARTICLE 3
DURATION

The period of this Corporation's duration shall be perpetual.

ARTICLE 4
PURPOSES AND GENERAL POWERS

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act (the "Act") and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. The Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code").

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to conduct, accomplish and carry on its objectives, functions and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within or without the State of Florida. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including

taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization.

The primary purpose of this Corporation is to partner with people to reach their God potential as they connect with God, become like Christ, and influence their world by supporting the ministries of Potential Church, Inc., a Florida not for profit corporation organized exclusively for religious purposes (the "Church").

More specific to the religious and charitable purposes of the Corporation, the Corporation seeks to lead its students to: love Christ genuinely and have a passion to chase after Him; commit to steady growth by recognizing the importance of prayer, Bible study, and church attendance/participation; have built a framework of Bible knowledge from which a true understanding of Scripture follows; have reverence and respect for God and His Word; and enjoy worship.

More specific to the educational purposes of the Corporation, the Corporation seeks to: promote high academic standards, to demonstrate a firm grasp of core knowledge of the major subject areas; desire to go beyond ritualized memorization toward true discernment, valuing learning concepts more than mere facts; think critically, solving problems appropriate to that grade level; and clearly communicate ideas in oral and written form.

This Corporation is additionally organized to promote, encourage, and foster any other similar religious, charitable, educational or nonprofit activities; to accept, hold, invest and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature; and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violated Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended.

ARTICLE 5 RACIAL NONDISCRIMINATION POLICY

The Corporation shall admit students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. Further the Corporation shall not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational and admission policies, nor in its scholarship, athletic and other school-administered programs.

ARTICLE 6 MANAGEMENT

The Corporation is a nonprofit corporation and the management of its affairs is vested in its board of directors pursuant to the Florida Not For Profit Corporation Act. The directors of the Corporation shall be as follows: (i) the persons constituting and serving as the initial board of

directors shall be as set forth below; and (ii) the sole member of the Corporation shall have the sole and exclusive right to elect directors of the Corporation, except as set forth in (i) above.

The Corporation's sole member shall have the right to remove any director at any time, with or without cause. Any director may be reelected to serve consecutive terms on the board of directors. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the Corporation but in no event shall there be less than three (3) directors, and no decrease shall have the effect of shortening the term of any incumbent director. The directors shall hold office for one (1) year terms, unless the director is otherwise removed prior to the expiration of the term.

The number of directors constituting the initial board of directors shall be six (6) and their names and addresses are as follows:

NAME	ADDRESS
Stephanie Gramling	12401 Stirling Road Cooper City, Florida 33330
Heredes Ribeiro	12401 Stirling Road Cooper City, Florida 33330
Hector Santiago	12401 Stirling Road Cooper City, Florida 33330
Frank Toral	12401 Stirling Road Cooper City, Florida 33330
Jeremy Walsh	12401 Stirling Road Cooper City, Florida 33330
Lance Brown	12401 Stirling Road Cooper City, Florida

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FLORIDA

ARTICLE 7 MEMBERSHIP

Potential Church, Inc. shall be the sole member of the Corporation.

ARTICLE 8 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends, and no part of the Corporation's income

shall inure to the benefit of or be distributable to its directors, officer, members or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. 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 any candidate for public office. The Corporation shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall the Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall: (i) distribute its income for such taxable year at such time and in such manner prescribed, or shall comply with regulations controlling the private foundation taxation under Section 4942 of the Internal Revenue Code of 1986, as amended; (ii) avoid any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) avoid any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended; (iv) avoid investments subjecting the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended; and (v) avoid taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 9 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or member for monetary damages for an act or omission in the director's capacity as director except that this Article 9 does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the corporation or its sole member;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director of the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether director's office, or;
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If any other statute of the State of Florida hereafter is amended to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a director of the corporation provided by the foregoing provisions of this Article 9.

Any repeal of or amendment to this Article 9 shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE 10 INDEMNIFICATION

To the maximum extent permitted or required by law, as it now exists or as it may be amended in the future, the Corporation may indemnify and advance expenses to persons who are officers, directors, employees, agents, members or other persons identified as governing persons or delegates, for amounts such persons pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE 11 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 12 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

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FLORIDA

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 13 DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Potential Church, Inc. so long as it is an organization that is exempt from taxes under Internal Revenue Code Section 501(c)(3), or the corresponding provision of any future tax law of the United States, or if Potential Church, Inc. has ceased to exist as an entity, such other organization that is exempt from taxes under Internal Revenue Code Section 501(c)(3), or the corresponding provision of any future tax law of the United States, which may be determined by the Corporation's sole member or, in the event the Corporation has no member at the time of dissolution, by a majority of vote of the directors then in office.

ARTICLE 14 AMENDMENT

The Board of Directors shall adopt the initial Bylaws of the Corporation. Thereafter the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be reserved exclusively to the Corporation's sole member as set forth in Article 7.

ARTICLE 15 ORGANIZER

The name and address of the organizer is Laura Lang, Brewer Jackson, P.C., 5201 N. O'Connor Blvd. Suite 500, Irving, Texas 75039.

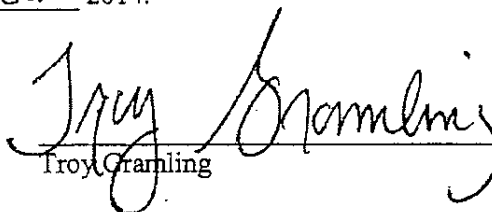
ARTICLE 16 REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its registered agent at that office shall be:

Troy Gramling
12401 Stirling Road, Cooper City, Florida 33330.

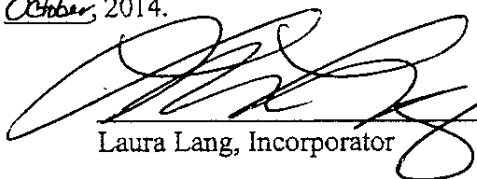
Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Executed this 7 day of October 2014.


Troy Gramling

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

Executed this 7th day of October, 2014.


Laura Lang, Incorporator

2014 OCT 23 PM 3:39
STATE
TALLAHASSEE, FLORIDA