

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Conway Learning Center 2, Inc.

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**ARTICLES OF INCORPORATION
OF
CONWAY LEARNING CENTER 2, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation (the "Articles") 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:

Conway Learning Center 2, Inc.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 2701 Conway Gardens Road, Orlando, Florida 32806.

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) The specific purpose for which the Corporation is organized is to own, manage, and operate a Christian preschool and all activities associated with the preschool, all in affiliation with, and in support of the ministries of, Sanctuary Church Orlando, Inc. (the "Church");

(b) The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities that it is empowered to do under this Article III; provided, however, that nothing in these Articles shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code, for any equivalent section of the Code in effect at any time. The Corporation shall not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational and admission policies nor in its scholarship, loan, athletic, and other school administered programs;

(c) The Corporation may own property, including real property, tangible and intangible property, to be operated, invested and otherwise used to further the Corporation's purpose;

(d) The Corporation may raise, hold, invest and spend cash and assets convertible into cash;

(c) The Corporation may make distributions for its religious, charitable, and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion;

(f) The Corporation shall serve as a Christian ministry operated primarily for religious purposes in a manner consistent with the religious beliefs of the Church, including in particular (i) promoting the gospel of Jesus Christ, (b) hiring and dismissing employees and appointing and removing directors based on the conduct and beliefs of such persons being consistent with the moral, ethical and doctrinal beliefs of the Church and (c) making policy decisions consistent with the goals and standards stated above; and

(g) The Corporation may 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 III. 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 2701 Conway Gardens Road, Orlando, Florida 32806, and the name of the initial registered agent of the Corporation at that address is Dustin Alexander.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be four (4).

B. 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.

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

D. The names and street addresses of the initial members of the board of directors are:

<u>Name</u>	<u>Street Address</u>
Dustin Alexander	2701 Conway Gardens Road Orlando, Florida 32806
Cheryl Merriwether	2701 Conway Gardens Road Orlando, Florida 32806
Hector Solorzano	2701 Conway Gardens Road Orlando, Florida 32806
Katie Hawxwell	2701 Conway Gardens Road Orlando, Florida 32806

E. 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>
Dustin Alexander	2701 Conway Gardens Road Orlando, Florida 32806

ARTICLE VIII - Members

The Corporation shall not have members.

ARTICLE IX - Amendment to Articles and Bylaws

A. These Articles and the Bylaws of the Corporation may be amended in any manner permitted by law; provided, however, that any such amendment that effects the purpose of the Corporation, the transfer or disposition of real property or other assets (other than obsolete or de minimus assets), the relationship between the Corporation and the Church, the manner in which directors are appointed, director qualifications, the dissolution and liquidation of assets, 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 both the Senior Pastor and the Church Council of the Church.

B. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the board of directors of the Corporation may amend the Articles and/or the Bylaws without the approval of the Senior Pastor or Church Council of the Church.

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

- (a) the dissolution of the Church by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Church becomes aware of such administrative dissolution,
- (b) the bankruptcy or insolvency of the Church, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed,
- (c) the Church ceases to operate as a church,
- (d) the Church loses its tax exempt status, or
- (e) a judgment is entered against the Church either (a) permanently enjoining the operations of the Church as a church, or (b) for damages in an amount that, according to the Church Council of the Church, would, or is likely to, render the Church insolvent or otherwise unable to continue the ministry activities of the Church in a manner consistent with then current practice.

ARTICLE X - Dissolution

A. The Corporation may not voluntarily dissolve and may not cause or allow an involuntary dissolution, and may not otherwise liquidate its assets, without the prior approval of the Church.

B. 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 Church or, if approved by the Church, 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 Corporation.

C. 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, 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 Corporation.

ARTICLE XI – Restrictions on Operations

Unless the Corporation obtains prior written consent of the Church, the Corporation may not make any payments, contributions or distributions of cash to any person or entity other than to the Church or as payment for reasonable operating expenses, and may not sell, transfer or otherwise dispose of any assets (other than de minimis or obsolete assets) except to the Church.

WHEREOF, the undersigned Incorporator, has executed these Articles this 18 day of December, 2015.


Dustin Alexander, 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 Conway Learning Center 2, Inc.


Dustin Alexander

CONWAY LEARNING CENTER, INC.

2701 Conway Gardens Road
Orlando, Florida 32806

December 18, 2015

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conway Learning Center 2, Inc.

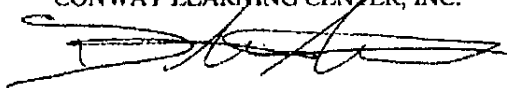
Dear Sir or Madam:

Please allow this letter to serve as consent for Conway Learning Center 2, Inc., a to-be-formed Florida not-for-profit corporation, to use the name "Conway Learning Center 2, Inc." in connection with the filing of Articles of Incorporation. The undersigned, Conway Learning Center, Inc., is an affiliate of the to-be-formed company, Conway Learning Center 2, Inc.

Thank you.

Sincerely,

CONWAY LEARNING CENTER, INC.



Dustin Alexander, Director