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**ARTICLES OF INCORPORATION  
OF  
CHRIST FELLOWSHIP ACADEMY, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation (the "Articles"), having an effective date of April 26, 2016, 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:

Christ Fellowship Academy, Inc.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 8900 SW 168<sup>th</sup> Street, Palmetto Bay, Florida 33157.

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 Corporation is organized to own, manage, and operate a Christian school, from pre-school through high school, and to conduct and oversee all activities associated with the school; all in affiliation with, and in support of the ministries of, Christ Fellowship Baptist Church, 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 are generally accorded or made available to students; 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, or 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 and loan programs, 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;

(e) The Corporation may make distributions of funds for its religious, charitable, and educational purposes, including in particular the ministry purposes of the Church;

(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, (ii) 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 (iii) 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 may engage 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 8900 SW 168<sup>th</sup> Street, Palmetto Bay, Florida 33157, and the name of the initial registered agent of the Corporation at that address is Deborah M. Sutton.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

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>
Rick Fraser	11237 SW 167 Street Miami, FL 33157
Vivian Greene	18550 SW 147 Avenue Miami, FL 33187
Hector Nava	11550 SW 98 Street Miami, FL 33176

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>
Deborah M. Sutton	8900 SW 168 <sup>th</sup> Street Palmetto Bay, Florida 33157

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 affects the purpose of the Corporation, the transfer or disposition of real property or other assets (except for obsolete assets or assets with de minimus value), 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 the Board of Trustees 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 Board of Trustees 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 loses its tax exempt status for reasons other than a change in the tax code resulting in the loss of tax exempt status for all similarly situated entities, or
- (d) 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 Board of Directors 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 the Church is no longer in operation or is insolvent, to such organization or organizations, which may, but need not, include the Church, 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 Church.

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-Limitations to Corporate Power

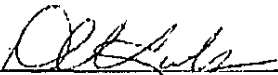
(a) Any sale of real estate, distribution of cash or transfer of other assets (other than of de minimus value) to any third-party other than the Church, or a supporting organization (as defined under the Code) of the Church, shall require the approval of the Corporation's board of directors and the approval of the Board of Trustees of the Church.

(b) Any purchase or encumbrance of real estate other than from the Church or a supporting organization (as defined under the Code) of the Church, shall require the approval of the Corporation's board of directors and the approval of the Church following the same approval requirements and process as would be required if such purchase or encumbrance were being done directly by the Church.

ARTICLE XII - Other Provisions

Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

WHEREOF, the undersigned Incorporator has executed these Articles this 26 day of April, 2016.

  
\_\_\_\_\_  
Deborah M. Sutton, 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 Christ Fellowship Academy, Inc.

By:   
Deborah M. Sulton

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