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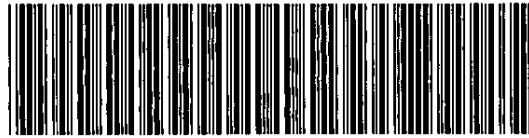
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July 25, 2016

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* DOUGLAS K. SILVIS, J.D.
* CHRIS E. AMBROSE, J.D.
** BENJAMIN L. LINDQUIST, J.D.
* AARON J. COCH, J.D.

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Christian Academy & Lighthouse, Inc.
Our File No. 8704.01

To Whom It May Concern:

Enclosed for filing please find an original and one copy of Articles of Incorporation of Christian Academy & Lighthouse, Inc. together with our client's check for \$91.50 payable to Florida Department of State to cover the following:

1. \$35.00 Filing Fee;
 2. \$35.00 Designation of Registered Agent;
 3. \$13.75 (\$8.75 + \$5.00 for five (5) additional pages) for Certified Copy of 13 page Articles;
 4. \$ 8.75 for Certificate of Status;
- \$92.50 total.

This corporation does intend to solicit contributions from the public in Florida and elsewhere and will register annually with the Florida Department of Agriculture, Division of Consumer Services as provided in Chapter 496, Florida Statutes.

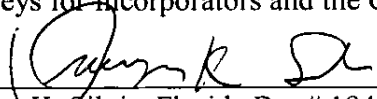
If there is anything further needed, or if there are any changes required, please contact me or my assistant, Shelia Bland, at 229-228-9999.

Thank you for your attention and assistance.

Respectfully submitted,

Silvis, Ambrose, Lindquist & Coch, P.C.
Attorneys for Incorporators and the Corporation

By:


Douglas K. Silvis, Florida Bar # 184256

Enclosures: as per text above

**ARTICLES OF INCORPORATION
OF
CHRISTIAN ACADEMY & LIGHTHOUSE, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Florida Nonprofit Corporation Code, hereby adopt the following Articles of Incorporation ("Articles"):

**ARTICLE ONE
(Name)**

The name of the Corporation shall be **CHRISTIAN ACADEMY & LIGHTHOUSE, INC.**, and is sometimes referred to below as "**the Corporation**".

**ARTICLE TWO
(Nonprofit)**

The Corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code (Chapter 617, Florida Statutes) and other related laws of the State of Florida.

**ARTICLE THREE
(Location and Address of Principal Office)**

The initial physical address, principal place of business and mailing address of this Corporation shall be as follows:

1. Physical Address and Principal Place of Business:

CHRISTIAN ACADEMY & LIGHTHOUSE, INC.
c/o Rose Marie Brabec, Registered Agent
2079 Cynthia Drive
Tallahassee, FL 32303

2. Mailing Address:

CHRISTIAN ACADEMY & LIGHTHOUSE, INC.
c/o Joshua J. Barela, President
2079 Cynthia Drive
Tallahassee, FL 32303

FILED
JAN 20 2018
TALLAHASSEE, FL
16 34 55 PM 2-30

**ARTICLE FOUR
(Duration)**

The Corporation shall have perpetual duration.

**ARTICLE FIVE
(Objects and Purposes – Non Profit & Tax Exempt)**

A. Nonprofit / Tax Exempt Corporation:

1. Nonprofit Purposes: The Corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future United States Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future United States Revenue Law.
2. Prohibited Activities:
 - 2.1 IRS Prohibitions. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by:
 - (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, or
 - (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code or the corresponding provisions of any future United States Revenue Law.
 - 2.2 Not Political. 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. However, the Corporation may provide education and educational materials on such matters, in a manner consistent with its nonprofit purposes.

3. No Personal Gain:

- 3.1 The Corporation does not contemplate pecuniary gain or benefit to the individual directors, officers or members.
- 3.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, and no director, officer, member or other private persons shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these Articles.
- 3.3 See also Conflict of Interest Policy below.

B. More Specific Corporate Purposes and Mission:

The specific purposes for which the Corporation is organized include the following purposes:

- 1. Lighthouse Charitable Purpose: Provide a loving home for orphans and needy children, caring for orphans and widows in their distress, providing education for orphans and jobs for widows, and otherwise helping the poor by providing food, clothing, job training, mentoring, and spreading the gospel message and love of Jesus Christ in practical ways.
- 2. Academy Educational Purpose: Create, organize, and operate a Christian Academy for the purpose of training children, including orphans, by providing a loving, moral, Christian academy that will eventually provide education from kindergarten through twelfth grade or beyond, for children who need and desire a place to learn and receive excellent Christian education that will include both substantive education and Christian moral values to prepare them to lead a functional and successful life.
- 3. General Purposes:
 - a. Spread the Gospel (Good News) of Jesus Christ in practical ways;
 - b. Help the poor, providing food, clothing, job training and jobs, especially for widows and orphans;
 - c. Encourage a lifestyle free of drug and alcohol addictions;
 - d. Mentor and disciple children, especially orphans, and those who care for them, training them to take care of themselves while living a Christian life;

- e. Promote or provide educational opportunities for those who need education;
 - f. Partner with the Body of Christ and persons already providing such services.
4. Initial School and Orphanage: The Corporation will engage in activities to promote its charitable and educational purposes, including but not limited to founding a Christian Academy and Lighthouse, Inc. school and orphanage in the City of Dimapur in the State of Nagaland in the Country of India, with hope to provide services and positive influence to surrounding nations and communities, consistent with its nonprofit purposes.

ARTICLE SIX

(Nonprofit Corporation Governed by Directors not Members)

A. No Members. This nonprofit Florida Corporation shall not have, initially, a general membership, but the Directors may create categories of partners or sponsors who may sometimes be referred to as members, but will not have any governing authority by reason of such status.

B. Directors. Any duties required by law to be performed by a membership will be performed by the Board of Directors.

C. Ministry Partners.

1. The Directors may, but are not required to, establish classifications of churches, organizations and individuals, as partners or sponsors.
2. Individuals, Couples, Churches, Ministries, Clubs and other Organizations desiring to partner with the Corporation, who subscribe to the mission and purpose of the Corporation, may be identified as sponsors or partners in accordance with these Articles and the provisions of any Bylaws or other governing documents or policies established by the Board.

D. Compensation.

1. The Corporation shall be authorized and empowered to pay reasonable compensation for any services rendered and to make payments and distributions in furtherance of its non-profit purposes.
2. Any compensation paid shall be based only on the fair market value of the services rendered to the Corporation.
3. If paid to a Board Member, such payment shall be only after approval by a majority of all disinterested members of the Board of Directors.
4. If paid to an officer or employee, who is a board member, it may be based on salary, rate, or other standard approved by a majority of the disinterested members of the Board.

E. Bonding. The Treasurer and any other officer, director, employee or agent may be required to be bonded, if bonding is determined to be required by the Board of Directors, or any governing authority, in an amount sufficient to protect the Corporation from loss.

ARTICLE SEVEN (Board of Directors)

A. The affairs of the Corporation shall be managed by a Board of Directors ("Board"), as provided for below.

1. The Board shall have not more than eighteen (18) directors (subject to temporary vacancies).
2. Initially, it shall have five (5) directors as specified below.
3. The Board of Directors shall be a self-perpetuating body.
4. The classification and number of directors, the manner of their selection, and any limitations on the length or terms of their service shall not conflict with these Articles, but may be determined in Bylaws or Resolutions adopted by the Board.
5. There shall always be a minimum of three (3) Directors.
6. Staggered terms shall be created.

B. Corporate Officers To Serve On Board of Directors:

1. The Corporation's Board of Directors shall include its four (4) initial officers of the Corporation:
 - a. Joshua J. Barela, of 2079 Cynthia Drive, Tallahassee, FL 32303, the initial President/CEO/Director; and
 - b. Bernice Barela, of 2079 Cynthia Drive, Tallahassee, FL 32303, the initial Vice President & Director; and
 - c. Russell Brabec, of 2079 Cynthia Drive, Tallahassee, FL 32303, the initial Secretary & Director; and
 - d. Rose Marie Brabec, of 2079 Cynthia Drive, Tallahassee, FL 32303, the initial Treasurer, Registered Agent, and Director.

2. Executive Board.

- a. Collectively, these officers together comprise the Executive Board of the Corporation as identified in Article Eight below.

- b. If any other corporate offices are created and filled by officers who are also Directors, such persons shall also be members of the Executive Board.

3. Term.

3.1 Founders. Joshua and Bernice Barela, founders, shall serve until they die, resign or are impeached and removed, by unanimous vote of the other Board members.

3.2 The terms of service of all other Board members may be set by the Board, but their initial terms shall be as specified in Section H below.

C. At-Large Members of the Board of Directors:

1. Number. In addition to the four (4) officers identified above, the Corporation's Board of Directors may consist of as many as fourteen (14) additional at large members (for a total of 18 members).

2. Initial. The initial at-large members are identified in Section H below.

3. Term. If or when at large members are elected, they shall be elected for specific terms. Their initial terms shall be different so that at least one will be subject to re-election each year.

4. Bylaws. The classification of directors, eligibility of applicants for directorship, and the rights, privileges, and obligations of directors may be more fully specified in the Bylaws of the Corporation, if Bylaws are enacted by the Board, or by Resolution of the Board.

D. Authority. Although the Board may establish membership classifications for organizations or persons other than directors who are sympathetic to the views, purposes and work of the Corporation, except as herein specified, the governmental authority of the Corporation shall at all times rest with the Board of Directors or, to extent delegated by the Board, with the officers.

E. Liability. The directors shall not be personally liable for any of the corporate debts unless they individually sign as surety for such debts. The corporation will indemnify board members and officers against liability for good faith actions in behalf of the corporation.

F. Rules of Order. Meetings of the Board of Directors shall follow Roberts' Rules of Order, unless otherwise specified in the Bylaws or by the Board.

G. Quorum/Majority. A simple majority of the Board of Directors shall constitute a quorum, but at least a two-thirds (2/3) majority shall be necessary to constitute a quorum for

votes to modify or amend the Articles of Incorporation or Bylaws of the Corporation or to vote on the impeachment or removal of a director or officer.

H. Initial Members of the Board of Directors: The following individuals shall constitute the initial members of the Board of Directors of the Corporation and shall serve until the expiration of their initial term of years, as identified herein below, or until they resign, retire or are removed, whichever occurs first:

1. Founding Members:

- a. Joshua J. Barela, President/CEO/Director – Founder: Unlimited Initial Term;
- b. Bernice Barela, Vice President & Director – Founder: Unlimited Initial Term;
- c. Russell Brabec, Secretary – Three (3) Year Initial Term;
- d. Rose Marie Brabec, Treasurer – Two (2) Year Initial Term.

2. At Large Members:

- a. Charlie Lewis, of 19459 U.S. Hwy. 19 N., Thomasville, GA 31792 - At Large Member - One (1) Year Initial Term.

I. Impeachment:

1. A director may only be impeached and removed from office by the affirmative unanimous vote of all other directors, excluding any director or directors who are the subject of impeachment action.

2. An impeached director (against whom a motion for impeachment has been made), shall be considered “suspended” until the impeaching directors shall give the impeached director, written notice of the reasons or circumstances perceived as creating “cause” for him or her to be removed, and an opportunity to respond to the board.

3. After a suspended director has been given written notice and an opportunity to respond, the suspended director may be permanently removed from office by the unanimous affirmative vote of all other directors, excluding the director or directors who are the subject of the removal action.

4. In the event of removal, the Board of Directors shall specify the reasons for the director’s removal

ARTICLE EIGHT
(Offices/Executive Board)

A. Initial Offices:

1. The daily affairs of the Corporation shall be managed by the Corporation's Officers, who shall collectively be referred to and identified as the Corporation's Executive Board as further identified below.
2. The Corporation shall at all times have a President (CEO), a Vice President, a Secretary and a Treasurer (CFO).
3. One person may hold two offices but the President shall not also be the Secretary or Vice President.

B. Executive Board:

1. The initial officers of the Corporation, to wit, Joshua J. Barela, the initial President/CEO/Director, and Bernice Barela, the initial Vice President/Director, Russell Brabec, the initial Secretary/Director, and Rose Marie Brabec, the initial Treasurer/Director, shall constitute the initial Executive Board of the Corporation.
2. The initial officers of the Corporation together with any future officers, or at large members elected to the Executive Board, if any, shall constitute the Executive Board of the Corporation.
3. Those officers of the Corporation who constitute the Executive Board, together with any other officers who fill any vacancies or additional offices later created by the Executive Board, shall elect, by simple majority, all future and or successor officers and Executive Board members.
4. The Executive Board may act on any matter in between regularly scheduled meetings of the full Board of Directors.
5. Only the full Board may add additional officers or change the names or number of the officers, as it determines, by simple majority vote, to be in the best interest of the Corporation.
6. The members of the Executive Board or Board shall not be personally liable for any corporate debts unless they individually sign as surety for such debts, and shall be indemnified by the corporation for acts done in good faith in behalf of the corporation.

C. Meetings and Alternatives to Meetings of the Executive Board:

1. Meetings. Meetings of the Executive Board shall follow Roberts' Rules of Order, unless otherwise specified in the Bylaws or by the Executive Board.
2. Alternatives to Physical Attendance. Notwithstanding the foregoing, the Executive Board may conduct business in any manner allowed by law, including, but not limited to, by telephone conferences, electronic communications or consent resolutions, and proxies.

3. Proxies may be counted for a quorum unless there is objection from another Executive Board member who is present at a meeting.
4. Majority. Any action taken by the Executive Board must be approved by a majority of the Executive Board members.
5. Applicability to Board. The foregoing paragraphs 1, 2, 3 and 4 shall also apply to meetings of the full board.

D. Duties and Powers of Officers:

1. Each officer shall have the duties and powers generally associated with his or her office title.
2. The President shall be Chief Executive Officer (CEO) with power to hire and fire employees and operate the corporation.
3. Any officer may execute any document to bind the corporation, provided he or she shall answer to the Board for any act taken without board approval or in conflict with any policy enacted by the Board.
4. Any officer may attest to the signature of any other officer and, in so doing, testify that he or she affirms the actions being taken.

**ARTICLE NINE
(Advisory Board/Members)**

The Corporation may have a Board of Advisors who subscribe to its principles and purposes. If so, it shall be composed of citizens of high moral character, who have agreed to provide counsel and support to the Board of Directors and Officers, and to the Corporation. The size, composition and functions of the Advisory Board shall be determined by the Board of Directors or may be specified in the Bylaws.

**ARTICLE TEN
(No General Membership)**

The corporation shall not have a general membership. In event it recognizes “members”, they shall not be governing members.

- A. Partners or sponsors may be called Members.
- B. Members, if recognized, will be a supporting body (not a “voting” membership”) and will normally meet at sponsored events, unless other meetings for members are called by the Board of Directors.
- C. Membership meetings will be informational, not governmental, unless the Corporation ceases to function as a Director governed organization.

- D. Rules governing the qualification, classification, responsibilities, obligations and criteria for determination of members and memberships in the Corporation, if any, may be more fully specified by Resolution of the Directors or in the Bylaws of the Corporation.

ARTICLE ELEVEN
(Tax Exempt Nonprofit Powers)

The powers conferred upon the Corporation are all those powers conferred by the Florida Nonprofit Corporation Code, subject to any limitations or prohibitions provided in these Articles to ensure eligibility for recognition of tax exempt status under the U.S. Internal Revenue Code and the right to solicit contributions under the laws of Florida.

ARTICLE TWELVE
(Registered Office and Agent)

A. Registered Office: Unless or until changed by the directors, the registered office of the Corporation shall be located at **2079 Cynthia Drive, Tallahassee, FL 32303, in Leon County.**

B. Registered Agent: Unless or until a successor is duly appointed, the registered agent at such address shall be **Rose Marie Brabec.**

ARTICLE THIRTEEN
(Dissolution Consistent with Tax Exempt Status)

A. By Directors. In the event of dissolution of the Corporation, the last remaining Director or Directors will adopt a plan of complete liquidation pursuant to Florida law and the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt from federal income taxation as organizations described in Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code in effect in the year of incorporation or its corresponding or successor provisions in any succeeding United States Revenue Law.

B. By Court. Any such assets not disposed of by the Corporation prior to dissolution, shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, in such manner that the assets be used exclusively for such nonprofit purposes. A court may act upon motion or action brought by any former director or officer of the Corporation, provided, however, that said assets shall be used exclusively for activities that are charitable, scientific, literary, educational or religious within the meaning of Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future United States Revenue Law in effect at that time.

**ARTICLE FOURTEEN
(Amendment to Articles)**

These Articles may be amended only by affirmative vote of not less than two-thirds (2/3) of the total membership of the Board of Directors after a meeting duly called for the stated purpose of modification or amendment of the Articles of Incorporation, written notice having been given to, or in writing waived by, each existing member of the Board of Directors.

**ARTICLE FIFTEEN
(Bylaws)**

- A. Adoption. The Board of Directors may, by two-thirds (2/3) majority vote, adopt Bylaws.
- B. Amendment. The Board of Directors may by two-thirds (2/3) majority vote, unless greater restrictions are imposed by the Bylaws adopted, amend the Bylaws of the Corporation.
- C. Consistency. The Bylaws shall be, at all times, subject to and deemed amended to read in a manner consistent with these Articles, as amended.
- D. Other. Bylaws may also be adopted or amended in any other manner specified therein.
- E. Absence of Bylaws. Unless or until the Board votes to enact Bylaws, these Articles of Incorporation shall fully govern the corporation. Any officer may certify that no Bylaws have been enacted.

**ARTICLE SIXTEEN
(Incorporators)**

The following are the two incorporators:

- a. Russell Brabec, of 2079 Cynthia Drive, Tallahassee, FL 32303; and
- b. Rose Marie Brabec, of 2079 Cynthia Drive, Tallahassee, FL 32303.

**ARTICLE SEVENTEEN
Conflict of Interest Policy**

- A. Disclosure and Abstention: Whenever a director or officer has a financial or personal

interest in any matter coming before the Board of Directors, or the Executive Board, including any "conflict of interest transaction" as defined in Section 496.4055 Florida Statutes as to charitable organization or sponsor board duties, the affected person shall:

1. Fully disclose the nature of the interest; and
2. Withdraw from discussion, lobbying, and voting on the matter.

B. Disinterested Director Action: Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors or executive board members determine that it is in the best interest of the corporation to do so.

C. Record: The minutes of meetings at which votes are taken on any matter involving a potential conflict of interest, shall record the issue deliberated, and the disclosure, abstention and rationale for approval.

ARTICLE EIGHTEEN **Fiscal Year / Accounting**

- A. Cash Basis. The corporation shall, unless or until otherwise determined by the board of directors, be on a cash basis for accounting.
- B. Calendar Year. Unless or until otherwise determined by the Board of Directors, the corporation shall use the calendar year as its fiscal year.

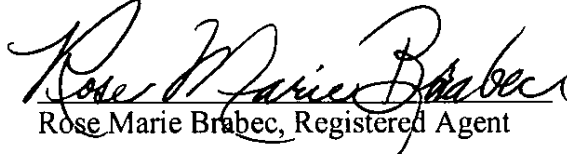
In witness whereof, the undersigned incorporators has executed these "ARTICLES OF INCORPORATION OF CHRISTIAN ACADEMY & LIGHTHOUSE, INC." this 22 day of July, 2016.

 (L.S.)
Russell Brabec, Incorporator

 (L.S.)
Rose Marie Brabec, Incorporator

Acceptance of Registered Agent

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

 (L.S.)
Rose Marie Brabec, Registered Agent

Verification of Incorporator

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 s.817.155, F.S.

 (L.S.)
Rose Marie Brabec, Incorporator

Please Return Certificate of Incorporation To
and Address Any Questions To:

Douglas K. Silvis, FL Bar No. 184256
SILVIS, AMBROSE, LINDQUIST & COCH, P. C.
Attorneys for the Incorporators
P. O. Box 1557
Thomasville, GA 31799
Telephone (229) 228-9999
Facsimile (229) 226-9350

ARTICLES OF INCORPORATION
OF
CHRISTIAN ACADEMY & LIGHTHOUSE, INC.

16 JUL 25 PM 2:30
RECEIVED
STATE OF FLORIDA
DEPARTMENT OF STATE