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Amend & Restated

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May 4, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

IBCK SPECIAL NEEDS CENTER INC
2275 FORTUNE RD
KISSIMMEE, FL 34744

SUBJECT: IBCK SPECIAL NEEDS CENTER INC
REF: N16000008688

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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Susan Tallent
Regulatory Specialist II

FAX Aud. #: H17000121388
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IBCK SPECIAL NEEDS CENTER INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

The undersigned person, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation (these "Articles"), having an effective date of May 1, 2017, 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:

IBCK Special Needs Center Inc.

ARTICLE II – Principal Office and Mailing Address

The address of the principal office of the Corporation, and the mailing address of the Corporation, is 2275 Fortune Road, Kissimmee, Florida 34744.

ARTICLE III – Purpose

A. The Corporation is organized exclusively for charitable, religious and/or educational purposes, including but not limited to, for such purposes as the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. federal tax code or revenue laws) (the "Code"), and to be more particular:

(i) The Corporation is organized and operated to provide services to children with disabilities, and their family members (such as speech, language, physical and occupational therapies), to provide students of the IBCK Educational Center Inc. (the "School") with special needs education and related learning programs, to provide training to students of the School to help such students achieve their full potential, and to assist the children, and their family members, to grow and develop in a Christian environment; all in affiliation with, and in support of the ministries of, Iglesia Bautista Central de Kissimmee, Inc. (the "Church");

(ii) The Corporation shall admit children and students of any race, color, national origin, ethnicity and sex to all the rights, privileges, programs and activities that are generally accorded or made available to children and students; provided, however, that nothing in these Articles shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status if the Corporation has obtained such status, or is otherwise inconsistent with its classification as an organization described in Section 501(c)(3) of the Code if the Corporation has received classification as a Section 501(c)(3) tax-exempt organization. The Corporation shall not discriminate on the basis of race, color, national origin, ethnicity or sex in the administration of its

services, educational programs and admission policies and other administered programs related to providing special needs education services to children and their family members;

(iii) The Corporation may own property (including real, tangible and intangible property) to be operated, invested and otherwise used to advance and support the Corporation's purposes;

(iv) The Corporation may raise, hold, invest and spend cash and assets convertible into cash to advance and support the Corporation's purposes;

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

(vi) The Corporation shall also serve as a Christian ministry operated primarily for religious purposes in a manner consistent with the religious beliefs of the Church, including in particular (a) promoting the gospel of Jesus Christ, (b) hiring and dismissing employees and appointing and removing directors and officers 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

(vii) The Corporation may engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein; provided, however, the Corporation will not seek to generate pecuniary profit, and any earnings, gains, revenues or income received by the Corporation that exceed its costs and expenses will be used by the Corporation to advance, support, further and carry-out its charitable, religious and/or educational purposes, such as subsidizing costs and expenses incurred by very low income, low income and middle income persons and families.

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 Corporations Not For Profit Act, Chapter 617 of the Florida Statutes, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, if the Corporation is a Section 501(c)(3) tax-exempt organization then the Corporation shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(a) of the Code 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 in perpetually, unless dissolved according to law.

ARTICLE V – Registered Office and Registered Agent

The street address of the registered office of the Corporation is 2275 Fortune Road, Kissimmee, Florida 34744, and the name of the registered agent of the Corporation at that address is Benjamin Gonzalez.

ARTICLE VI – Directors

A. The number of directors of the Corporation shall be three (3) in the aggregate. The number of directors may be either increased or reduced, from time to time, by the board of directors of the Corporation in accordance with these Articles and the Amended and Restated Bylaws of the Corporation (the "Bylaws"), but there shall always be at least three (3) directors in the aggregate at all times.

B. Directors, as such, shall not receive any compensation for their services as directors of the Corporation. The board of directors of the Corporation may authorize and require the payment of reasonable costs and expenses incurred by directors in attending meetings of the board of directors of the Corporation.

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, such as being officers or employees of the Corporation.

D. The names and street addresses of the members of the board of directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Ceferino Acevedo ✓	1084 Plaza Drive Kissimmee, Florida 34743
Edgar Vasquez ✓	4360 Quail Roost Road Saint Cloud, Florida 34772
Benjamin Gonzalez ✓	2337 Topaz Trail Kissimmee, Florida 34743

E. The number, qualifications, term of office, method of appointment or election, removal or resignation, powers, authority and duties of the directors and/or officers of the Corporation, the time and place of their meetings, and such other provisions with respect to such directors and/or officers of the Corporation shall be as specified in the Bylaws (so long as the Bylaws are not inconsistent with the express provisions of these Articles).

ARTICLE VII – Members

The Corporation shall not have any members.

ARTICLE VIII – Amendment to Articles and Bylaws

A. These Articles and the Bylaws may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purposes of the Corporation, the transfer or disposition of real property or other assets (except for obsolete assets or assets with *de minimus* value) of the Corporation, the relationship between the Corporation, the Church and the School, the manner in which directors are elected, appointed and removed, the determination of director qualifications, the dissolution and liquidation of assets of the Corporation, and/or the requirements for amending these Articles or the Bylaws shall not be effective, binding or filed unless approved, in writing, by both the board of directors of the Corporation and the board of directors of the Church.

B. Notwithstanding the immediately foregoing paragraph, upon the occurrence of a Triggering Event (as defined below), the board of directors of the Corporation may amend these Articles and/or the Bylaws without the approval of the board of directors of the Church. For purposes of this Article VIII, a "Triggering Event" shall mean and include:

- (i) 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;
- (ii) the bankruptcy or insolvency of the Church, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed;
- (iii) the Church loses its tax-exempt status under Section 501(c)(3) of the Code for any reason other than due to a change in the U.S. federal tax code or revenue laws which results in the loss of tax-exempt status for all similarly situated entities; or
- (iv) a judgment is entered against the Church either (a) permanently enjoining the operations of the Church as a church or religious institution, or (b) for damages in an amount that, according to the board of directors of the Church, would render, or is likely to render, the Church insolvent or otherwise unable to continue the ministry activities of the Church in a manner consistent with its then-current practices.

ARTICLE IX – 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, in writing, of the board of directors of the Church and the approval, in writing, by a unanimous vote of the members of the board of directors of the Corporation.

B. Upon the dissolution and liquidation of the Corporation, the board of directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations 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(s) that at the time of such dissolution and liquidation of the Corporation qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purposes of the Church or the Corporation.

C. Any assets not disposed of by the board of directors of the Corporation as provided in this Article IX, 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 tax-exempt 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 purposes of the Church or the Corporation.

ARTICLE X – 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 Section 509 of the Code) of the Church), shall require the approval, in writing, of both the board of directors of the Corporation and the board of directors of the Church.

B. Any purchase, transfer, security interest or encumbrance of real estate (other than the Church or a supporting organization (as defined under Section 509 of the Code) of the Church) shall require the approval, in writing, of both the board of directors of the Corporation and the board of directors of the Church, following the same approval requirements and processes as would be required if such purchase, transfer, security interest or encumbrance were being done directly by the Church.

ARTICLE XI – Other Provisions

A. Notwithstanding any other provision set forth in these Articles, at any time during which the Corporation is deemed a "private foundation" pursuant to Sections 501 and 509 the Code, (i) the Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code, (ii) 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 Code, (iii) the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Code, (iv) the Corporation shall not make any high-risk investment in such manner as to subject it to the tax imposed by Section 4944 of the Code, and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

B. Any reference in these Articles to any section of the U.S. Internal Revenue Code of 1986, as amended, shall be deemed to incorporate by reference the corresponding provisions of any subsequent U.S. federal tax code or revenue laws.

C. The power to adopt, alter, amend, restate, modify or repeal the Bylaws shall be vested in the board of directors of the Corporation.

D. The Corporation does not have any members, and as such, these Articles have been approved and adopted by the board of directors of the Corporation as of this May 1, 2017.

E. From and after the effective date, any previously executed or adopted articles of incorporation for the Corporation shall be deemed to have no force and no effect, and these Articles shall govern the affairs and operations of the Corporation. It is the intent of the undersigned that, from and after the effective date, these Articles replace and supersede any previously executed or adopted articles of incorporation for the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Amended and Restated Articles of Incorporation for IBCK SPECIAL NEEDS CENTER INC. to be signed and filed on this May 1, 2017.

IBCK SPECIAL NEEDS CENTER INC.

By: 
Edgar Vazquez, Director & President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the duties, obligations and responsibilities of the registered agent and hereby accepts the appointment to serve as the Registered Agent of IBCK SPECIAL NEEDS CENTER INC.

By: _____


Benjamin Gonzalez