

12/22/2016

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Learning Tree Academy of Apopka, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEARNING TREE ACADEMY OF APOPKA, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Learning Tree Academy of Apopka, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 340 E. Votaw Rd., Apopka, Florida 32703, and the mailing address of the Corporation is 340 E. Votaw Rd., Apopka, Florida 32703.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and is affiliated with the Seventh-day Adventist Church. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, operating an early childhood education center accredited by the Adventist Accrediting Association, as a child care

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organization within the meaning of Code Section 501(k), in harmony with, and supportive of, the mission of the Seventh-day Adventist Church.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

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ARTICLE IV - MEMBERS

The Members of the Corporation shall be members of the Seventh-day Adventist Church in regular standing and shall be selected as provided in the Bylaws. The initial Members of the Corporation shall be as follows:

Conference Members:

Duane Rollins

Frank Runnels

Lori Thieme

Non-Conference Members:

Anita Nazario

Miriam Ordaz

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed by the Members of the Corporation in the manner and for the terms provided in the Bylaws. The Board of Directors shall consist of seven (7) persons.

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Andrew Moreno	340 E. Votaw Rd. Apopka, Florida 32703
Lori Thieme	340 E. Votaw Rd. Apopka, Florida 32703
Iola Brown	340 E. Votaw Rd. Apopka, Florida 32703
Steve Gotshall	340 E. Votaw Rd. Apopka, Florida 32703
Frank Miranda	340 E. Votaw Rd. Apopka, Florida 32703

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Linnie Garcia 340 E. Votaw Rd.
Apopka, Florida 32703

Charles Locke 340 E. Votaw Rd.
Apopka, Florida 32703

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 351 S. State Road 434, Altamonte Springs, Florida 32714, and the name of the initial registered agent of the Corporation at that address is Florida Conference Association of Seventh-day Adventists. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Pastor Steven Jencks	340 E. Votaw Rd. Apopka, Florida 32703

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to the Apopka Church; provided, that in the event that the Apopka Church does not have

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Seventh-day Adventist denominational status or is not an organization exempt from tax pursuant to Code Section 501(c)(3) at the time of such dissolution, all of the assets of the Corporation shall be distributed to an organization holding Seventh-day Adventist denominational status which qualifies as a tax-exempt organization described in Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by a vote of a majority of all of the Members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 2nd day of December, 2016.

Apopka Seventh-day Adventist Church

By: Steven M. Jarch Senior Pastor
Print Name: STEVEN M. JARCH
Print Title: Senior Pastor


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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Florida Conference Association of Seventh-Day
Adventists

By: 
Print Name: Andrew Elliott

Date: Dec 21, 2016