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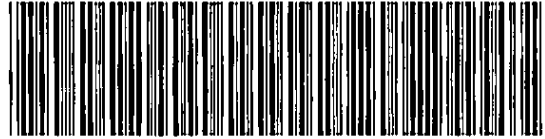
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FISHERBROYLES
A LIMITED LIABILITY PARTNERSHIP

Eric A. French, Esquire
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Atlanta, Georgia 30328

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eric.french@fisherbroyles.com

November 13, 2020

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

**Regarding: Abeka Fund, Inc.
Submittal/Filing of Amended and Restated Articles
Document # N16518**

Dear Sir/Madam,

Enclosed are the Amended and Restated Articles for the above-referenced corporation ("Corporation"), and a check for the filing fees of \$35.00. Please file/record these Amended and Restated Articles for the Corporation.

As written in the Articles of Amendment, they were unanimously approved by the directors of the Corporation by resolution/consent. The non-profit Corporation has no members entitled to vote on this amendment.

Thank you for your assistance, and you can telephone me at (678) 401-8147 with any questions or issues.

Sincerely,

Eric A. French

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Abeka Fund, Inc.

DOCUMENT NUMBER: N16518

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

<u>Eric French, Esquire</u>	_____
	Name of Contact Person
<u>FisherBroyles, LLP</u>	_____
	Firm/ Company
<u>931 Monroe Drive NE. STE A102-351</u>	_____
	Address
<u>Atlanta, GA 30308</u>	_____
	City/ State and Zip Code
<u>eric.french@fisherbroyles.com</u>	_____
	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

<u>Eric French</u>	_____	at (<u>678</u>) <u>401-8147</u>
	Name of Contact Person	Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**FIRST AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
ABEKA FUND, INC.
(A NON-PROFIT CORPORATION)**

Pursuant to the provisions of Sections 716.0202 and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following First Amended and Restated Articles of Incorporation.

1. **Name.** The name of the corporation is ABEKA FUND, Inc. (hereinafter "Corporation")
2. **Registered Office and Registered Agent.** The complete address of the Corporation's registered office in Florida is 250 Brent Lane, Pensacola, Florida 32503, in the County of Escambia. The name of the registered agent at that address is Dr. Troy Shoemaker.
3. **Principal Office.** The complete address of the principal office of the Corporation in the State of Florida is 125 St. John Street, Pensacola, Florida 32503.
4. **Not for profit** The Corporation is not for profit.
5. **Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, or educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, its purpose shall be to support the mission of Pensacola Christian College, Inc., a 501(c)(3) religious and educational organization, as follows:

To conduct any and all activities that will contribute to the general education and religious training of students, and in furtherance of the spread of Christianity. The Corporation shall endeavor to instruct students in the essentials of culture, giving special emphasis to the Christian view of life and the standard of ethics as set forth in the Holy Scriptures, and affirming basic truths of biblical Christianity including, and in furtherance of the following basic truths:

We believe that the Bible is the verbally inspired and infallible, authoritative Word of God and that God gave the words of Scripture by inspiration without error in the original autographs (2 Tim. 3:16-17, 2 Peter 1:21). God promises that He will preserve His Word; Jesus said, "My words shall not pass away" (Matt. 24:35). We believe that God has kept that promise by preserving His infallible Word in the traditional Hebrew and Greek manuscripts and that the Authorized Version (KJV) is an accurate English translation of the preserved Word of God.

We believe that there is one triune God, eternally existent in the persons of Father, Son (Jesus Christ), and Holy Spirit; these three are one in essence, but distinct in person and function (Matt. 28:19, 1 John 5:7-8).

We believe that Jesus Christ, the Second Person of the Trinity, became for mankind the physical manifestation of the Godhead (John 1:14, 14:9; Col. 1:19). The earthly genealogy of Jesus may be traced through Joseph's line to Abraham (Matt. 1:1-16) and through Mary's line to Adam (Luke 3:23-38). We believe in His virgin birth, sinless life, miracles, vicarious and atoning death through His shed blood, and His bodily resurrection.

We believe in the burial, bodily Resurrection of Jesus Christ from the tomb, and His ascension into Heaven (Mark 16:6, 19; 1 Cor. 15:1-4).

We affirm that the Holy Spirit is the Third Person of the Trinity, the Agent of conviction, regeneration, indwelling, baptism, sanctification, and illumination of all who are born into God's family through Jesus Christ (John 3:5-6, Eph. 1:13-14). We are opposed to the charismatic movement and its sign manifestations, such as speaking in tongues.

We believe that God created the heavens and the earth in six literal days, and that God created all life (Gen. 1). We reject the man-made theory of evolution occurring over millions of years and believe that the earth is approximately 6,000 years old (Gen. 5:11). We believe that God created man in His own image, but man chose to sin. Hence, all persons inherit a depraved nature and are lost sinners in need of salvation (Romans 3:10, 23).

We believe that God created man and woman in His image and instituted marriage between one who is genetically male and one who is genetically female (Gen. 2:18-24). Marriage is a sacred, exclusive union between a man and woman and serves as a picture of Christ's relationship with the church (Matt. 19:3-12, Eph. 5:22-33). We believe that God has commanded that sexual activity be exclusively reserved to a man and a woman who are legally married to each other; and that Scripture forbids any form of sexual immorality including adultery, fornication, homosexuality, bestiality, incest, and use of pornography (Matt. 5:27-28, 15:18-20; 1 Cor. 6:9-11 & 18, 7:1-5; Heb. 13:4).

We believe that Christ's blood, shed on Calvary, is the only Atonement for man's sin (John 14:6, 1 Pet. 1:18-19, 1 John 1:9). We believe that salvation is a free gift of God for "whosoever will," it is by grace, through faith, plus nothing, and believers are eternally secure (John 10:27-28, Eph. 2:8-10). Salvation is received only by personal faith in the Lord Jesus Christ and His finished work. "Whosoever will" may come to Christ; God does not pre-elect persons to heaven or hell (Rom. 10:13, Rev. 22:17).

We believe in the spiritual unity of the body of Christ, called the Church. It is composed of all born-again believers who have by faith accepted Jesus Christ as Savior (Eph. 2:8-22, 3:1-21, 4:4-16, 5:23-32). God has ordained the local church for the perpetuation of His truth and work in the world (1 Tim. 3:15). The two ordinances of the local church are baptism by immersion and a regular observance of the Lord's Supper by believers (Matt. 28:19; 1 Cor. 11:23-28).

We believe the Scripture regarding Satan, who rebelled against God and was cast out of heaven with a host of angels who followed him (Isa. 14:13-15). He introduced sin to Adam and Eve in the garden of Eden (Gen. 3:1-13). He continues to turn people from truth and against God (1 Pet. 5:8). Eternal hell was created for Satan, his demons, and people who do not believe in the Lord Jesus Christ for salvation (Matt. 25:41, John 3:16, Rev. 20:15).

We believe that the believer is called to a life of consecration which requires increasing in the knowledge of Christ and growing in grace (John 15:4-5, Col. 1:10, 2 Pet. 3:18).

We believe that the will of God for all believers is to give evidence of sanctification through being honorable in all relations with others (Rom. 12:1-2, 1 Thes. 4:3, James 1:27).

We believe in the resurrection of both the saved and the lost: those that are saved unto the resurrection of eternal life in heaven, and those that are lost unto the resurrection of eternal damnation in a literal lake of fire (John 5:28-29; 1 Cor. 15:12-20, 35-58; Rev. 20:10, 15).

We believe in the imminent, pre-Tribulation return of Jesus Christ for all believers (1 Thes. 4:13-17). The Rapture of the saints will be followed by a seven-year Tribulation, after which Christ will return in glory to judge the world and set up His millennial reign on earth (Rev. 20:1-3, 21:1-5).

These Articles of Faith do not exhaust the extent of beliefs or practices of this Corporation. The Bible, as the inspired and infallible Word of God, is the final authority of all that we believe concerning truth, morality, and the proper conduct of mankind. For the purposes of the Corporation's doctrine, practice, policy, and discipline, the Board of Directors is ultimately responsible for interpreting the meaning and application of Scripture.

In accordance with the teaching of the Word of God, this Corporation is committed to the following:

1. To provide undergraduate and graduate student loans and scholarships for individuals to attend and earn a college degree at PCC.
 2. To do any or all of the things herein above set forth, and all things usual, necessary or proper in furtherance of or incidental to said purposes.
6. **Powers.** As a means of accomplishing the purposes for which it is organized, the Corporation shall have the rights and powers now or hereafter conferred upon not for profit corporations by the laws of the State of Florida, including but not by way of limitation, those enumerated in Sections 617.0302 and 617.0303 of the Florida Not For Profit Corporation Act, and limited in certain respects as follows:
- The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the Corporation shall inure to the benefit of; or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.
- Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, 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 (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.
- Notwithstanding any other provisions of this amended and restated Articles of Incorporation, the Corporation shall not carry on activities not permitted to be carried on, (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and, (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.
7. **No Members.** This Corporation shall have no members.
8. **Directors.** The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than nine and not less than three individuals, the exact number of which shall be provided from time to time in the bylaws-
- The manner of election and the qualifications of directors shall be provided in the bylaws of the Corporation.

9. **Bylaws.** The bylaws of this Corporation shall be adopted and approved by the Board of Directors. The bylaws thereafter may be amended, altered, or rescinded by a vote of no less than two-thirds of the Directors present at any duly called meeting of the Board.

10. **Other Provisions.** This Corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions and obligations, as provided for not for profit corporations generally by the laws of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes of such chapter as amended or modified.

11. **Dissolution.** The Corporation shall continue in perpetuity unless the directors dissolve it voluntarily by vote of no less than two-thirds of the vote of the Board of Directors then serving. Upon a dissolution of the Corporation, voluntary or otherwise, the directors shall, after paying all obligations of the Corporation and all of the costs and expenses of the dissolution, distribute all remaining assets of the Corporation to Pensacola Christian College, Inc., a Florida corporation not for profit, if that corporation at that time is exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, and if it is not so exempt then the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

12. **Amendments.** The provisions of these amended and restated Articles of Incorporation may be amended as provided under the laws of the State of Florida, Chapter 617.1001, and by a vote of no less than two-thirds of the Board of Directors of the Corporation then serving, at any regular meeting of the Corporation or any special meeting called for that purpose. No amendment shall be made which would cause the Corporation to lose its exempt status under Section 501(c)(3) of the Internal Revenue Code or that are inconsistent with the Purposes of this Corporation.

13. **Internal Revenue Code and Regulations.** All references in these amended and restated Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future law, together with all valid regulations thereunder.

The First Amended and Restated Articles of Incorporation amend, restate and supersede the Articles of Incorporation which were granted by the Florida Secretary of State's Office on August 26, 1986, and were previously amended on March 22, 2010, March 1, 2016, August 24, 2017, and January 27, 2020. The amendments and the restatement of the First Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of all of the directors of the Board of Directors dated October 15, 2020.

end of document
signatures on next page

IN WITNESS WHEREOF, the undersigned President and Secretary of this not for profit Corporation have executed the First Amended and Restated Articles of Incorporation this 15th, day of October 2020.

ABEKA FUND, INC.

By: 
Dr. Troy Shoemaker, President

By: 
Mrs. Denise Shoemaker, Secretary