

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CHILDREN'S ACADEMY AT LOCH HAVEN INC.**

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JUN 17 2019
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHILDREN'S ACADEMY AT LOCH HAVEN, INC.

JUN 17 A 9 09
CLERK OF COURT
FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Children's Academy at Loch Haven, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 200 E. Evans Street, Orlando, Florida 32804, and the mailing address of the Corporation is 200 E. Evans Street, Orlando, Florida 32804.

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 an

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educational child care 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.

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 nine (9) persons.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - 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 Florida Hospital Seventh-day Adventist Church; provided, that in the event that Florida Hospital Seventh-day Adventist Church does not have 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

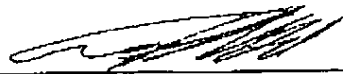
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then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - 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, I have subscribed my name as President pursuant to lawful corporate authority on this 6 day of May, 2019.



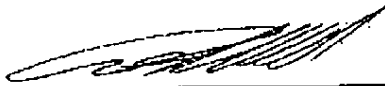
Andy McDonald, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHILDREN'S ACADEMY AT LOCH HAVEN, INC.**

I, Andy McDonald, being the duly elected, qualified and acting President of Children's Academy at Loch Haven, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that there are no members of the Corporation (prior to this amendment) and that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by the Board of Directors of the Corporation in compliance with the Articles of Incorporation of the Corporation and Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 6 day of May, 2019.



Andy McDonald, President of Children's
Academy at Loch Haven, Inc.