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COR AMND/RESTATE/CORRECT OR O/D RESIGN
NORTH TAMPA CHRISTIAN EXPLORERS, INC.

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RESTATED ARTICLES OF INCORPORATION
OF
NORTH TAMPA CHRISTIAN EXPLORERS, INC.

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

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be North Tampa Christian Explorers, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 5585 E. County Line Road, Wesley Chapel, FL 33544, and the mailing address of the Corporation is 5585 E. County Line Road, Wesley Chapel, FL 33544.

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, 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:

Elisa Rahming
Frank Runnels
Lori Thieme

AHS Members:

Mike Schultz
Dima Didenko
Belinda Grant

Non-Conference Members:

Adrianna Davis
Yolanda Haugabrooks

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 twelve (12) persons. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Terry Newmyer	5585 E. County Line Road Wesley Chapel, FL 33544
Sandra Doran	5585 E. County Line Road Wesley Chapel, FL 33544
Lori Thieme	351 S. State Road 434 Altamonte Springs, FL 32714
Merili Wyatt	5585 E. County Line Road Wesley Chapel, FL 33544
Merrilyn Johnson	5585 E. County Line Road Wesley Chapel, FL 33544

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<u>Name</u>	<u>Address</u>
Andrea Nelson	5585 E. County Line Road Wesley Chapel, FL 33544
Garla Johnson	5585 E. County Line Road Wesley Chapel, FL 33544
Bill Henrich	5585 E. County Line Road Wesley Chapel, FL 33544
Jenny Davis	5585 E. County Line Road Wesley Chapel, FL 33544
Ivette Potter	5585 E. County Line Road Wesley Chapel, FL 33544
Pat Bellamy	5585 E. County Line Road Wesley Chapel, FL 33544
Ruth Daley	5585 E. County Line Road Wesley Chapel, FL 33544

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

The street address of the registered office of the Corporation is 351 S. State Road 434, Altamonte Springs, Florida, 32714, and the name of the registered agent of the Corporation at that address is Andrew D. Elliott. 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>
Garla Johnson	5585 E. County Line Road Wesley Chapel, FL 33544

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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 its 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 Florida Conference Association of Seventh-day Adventists, a Florida not for profit corporation that is a Section 501(c)(3) tax-exempt organization; provided, that in the event that Florida Conference Association of Seventh-day Adventists 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 member, 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 three-fourths of all of the Members of the Corporation.

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IN WITNESS WHEREOF, I have subscribed my name as Board Chair pursuant to lawful corporate authority on this 6th day of September, 2018.



Garla Johnson, Board Chair

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**OFFICER'S CERTIFICATE TO ACCOMPANY
RESTATED ARTICLES OF INCORPORATION
OF
NORTH TAMPA CHRISTIAN EXPLORERS, INC.**

I, Garla Johnson, being the duly elected, qualified and acting Board Chair of North Tampa Christian Explorers, Inc., a Florida not for profit corporation, hereby certify that the Restated Articles of Incorporation of the Corporation accompanying this Certificate were adopted by the Members of the Corporation on July 17, 2018, and the number of votes cast was sufficient for approval; the Restated Articles of Incorporation do not contain any further amendments to the Articles of Incorporation of the Corporation, as amended by Articles of Amendment to Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name as Board Chair pursuant to lawful corporate authority, on this 6th day of September, 2018.



Garla Johnson, Board Chair of North Tampa
Christian Explorers, Inc.