

Florida Department of State  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA EARLY CHILDHOOD EDUCATION CENTERS  
INCORPORAT

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OR  
Florida Early Childhood Education Centers, INC.**

**THE UNDERSIGNED**, as President of **Florida Early Childhood Education Centers, Inc.**, a Florida not-for-profit corporation ("Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (as amended, the "Original Articles") which the corporation filed with the Florida Secretary of State on July 09, 2018 under Document No. N18000007449:

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

**ARTICLE I  
NAME**

Section 1.1. The name of the corporation is **GENESIS CHRISTIAN ACADEMY, INC.**, (the "Corporation").

**ARTICLE II  
ADDRESS**

Section 2.1. The Principal Place of business address: 6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319.

Section 2.2. The mailing address of the corporation is: 6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319.

**ARTICLE III  
PURPOSE**

Section 3.1. The purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The purpose of the Corporation is to assist with the operating, managing, and conducting of a school

Section 3.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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Section 3.3 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 3.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3.9. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

#### **ARTICLE IV**

##### **MEMBERS**

Section 4.1 The manner in which directors are elected or appointed is as provided in the bylaws.

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**ARTICLE V**  
**REGISTERED AGENT**

Section 5.1. The name and Florida Street address of the registered agent is:

John Simpson, 6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board").

Section 6.2. The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws and shall serve until the next election of Directors as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
John S. Simpson	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319
Faynette Zacca	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319
Dawn Simpson	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319

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The members of the Board of Directors shall be appointed according to the procedures set forth in the Bylaws. The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event there shall never be less than three (3) members on the Board of Directors. These Articles of Incorporation do not need to be amended each time new Directors are appointed.

**ARTICLE VII**  
**ADDRESS**

Section 7.1. The street address and mailing address of the principal office of this corporation in the State of Florida is:

6635 W. Commercial Boulevard, Suite 110  
Tamarac, FL 33319

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The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

### ARTICLE VIII AMENDMENT

Section 8.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

### ARTICLE IX BYLAWS

Section 9.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

### ARTICLE X OFFICERS

Section 10.1. The name, title and address of the officers of this Corporation are as follows:

Name	Title	Address
John S. Simpson	President	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319
Faynette Zacca	Secretary	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319
Dawn Simpson	Treasurer	6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319

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There are no members entitled to vote on the amendments and the amendments were approved by the Board of Directors of the Corporation by Consent Action dated as of February 12, 2020.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Amended and Restated Articles of Incorporation this 12<sup>th</sup> day of FEB, 2020.

  
John S. Simpson, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

The Corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Amended and Restate Articles of Incorporation, at 6635 W. Commercial Boulevard, Suite 110, Tamarac, FL 33319, appoints John Simpson, located at 6635 W. Commercial Boulevard, Suite 110 Tamarac, FL 33319 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: February 12, 2020

John B. Simpson  
John Simpson, President

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