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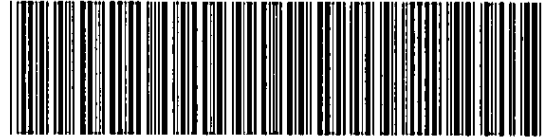
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Amended
&
Restated
Art.

04/12/19
Dr

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COVENANT CHRISTIAN SCHOOL, INC.

DOCUMENT NUMBER: N18000008635

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pamela Schillinger, Secretary

(Name of Contact Person)

Covenant Christian School, Inc.

(Firm/ Company)

720 Emerson Drive NE

(Address)

Palm Bay, FL 32905

(City/ State and Zip Code)

ruthadsit@ccslions.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela Schillinger, Secretary

321

266-7648

at

(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:

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

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COVENANT CHRISTIAN SCHOOL, INC.**

Covenant Christian School, Inc. (the “Corporation”) was initially formed in the State of Florida by the filing of those certain Articles of Incorporation on August 9, 2018 (the “Articles”).

The Corporation hereby files these Amended and Restated Articles of Incorporation (the “Amended and Restated Articles”), pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act (the “Act”).

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of this Corporation shall be **COVENANT CHRISTIAN SCHOOL, INC.**, with its principal office located at 720 Emerson Drive, NE, Palm Bay, FL 32907, and its mailing address being the same as its office address.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation has commenced its corporate existence as of the date the Articles are filed with the Florida Secretary of State, and the Corporation shall have perpetual existence unless sooner dissolved according to the Act or other applicable law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business, subject to the restrictions of Internal Revenue Code (the “Code”) Section 501(c)(3). The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law). The Corporation may also make distributions to or for the use of organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law). The specific purpose for which the Corporation is organized is to own, manage and operate a Christian school and all activities associated with the said school. This Corporation shall have all of the powers enumerated in the Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- A. To have succession by its corporate name for the duration of its existence.
- B. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; provided, however, such seal shall always contain the words “not for profit corporation.”
- C. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

- D. To conduct its business, carry on its operation, and have offices and exercise the powers granted by the Act or by other applicable law within or without the State of Florida.
- E. To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- F. To make and alter bylaws, not inconsistent with these Amended and Restated Articles or with the laws of the State of Florida, for the administration and regulation of its affairs.
- G. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and education movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- H. To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV **MEMBERSHIP**

The Corporation shall not have members and shall not issue shares of stock.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be located at 720 Emerson Drive, NE, Palm Bay, FL 32907, and the registered agent of the Corporation at such address shall be LORNE WENZEL. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles.

ARTICLE VI **BOARD OF DIRECTORS**

The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws. The Board of Directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws, provided that there shall not be less than five (5) or more than nine (9) Directors. Directors may be removed with or without cause. The term of each Director on the Board of Directors shall be established in the Bylaws.

The Board of Directors shall include:

Mitch Garner
Paul Bosscher
Darren Wolfe
Pamela Schillinger
Debbie Blenis
Holly Carothers
Paul Rumbley

The address for each of the foregoing Directors shall be:

720 Emerson Drive NE
Palm Bay, FL 32907

ARTICLE VII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be as set forth therein.

ARTICLE VI
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles, or any amendment hereto, upon the approval of a majority of the Directors.

ARTICLE X
TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501 of the code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provision of these Amended and Restated Articles, 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 Section 501(c)(3) of the Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by the corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation is not organized for profit and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in Article III above. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual, person, firm, or corporation. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to the following affiliate entity which is exempt as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code: Covenant Presbyterian Church of Melbourne, Inc., a Florida non-profit corporation (dba Covenant Church) (the "Affiliate Church"). In the event that, at the time of dissolution of the Corporation, the Affiliate Church is no longer an exempt organization as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), the assets shall be distributed to one or more organizations that are exempt as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 of such purposes.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions within these Amended and Restated Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of these Amended and Restated Articles shall not be influenced by any of said headings or captions.

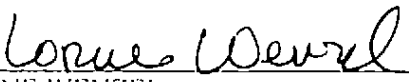
IN WITNESS WHEREOF, the undersigned hereby makes and files these Amended and Restated Articles declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 25th day of March, 2019.


By: Mitch Garner
Title: President/Chairman/Director

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT OF
COVENANT CHRISTIAN SCHOOL, INC.**

THE UNDERSIGNED. an individual resident of the State of Florida, having been named in Article V of the Amended And Restated Articles Of Incorporation of Covenant Christian School, Inc., as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law applicable to him as Registered Agent of the corporation.

DATED, this 25 day of March, 2019.



LORNE WENZEL
Registered Agent

The date of each amendment(s) adoption: March 25, 2019, if other than the date this document was signed.

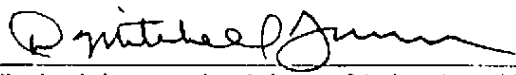
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 25, 2019

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mitch Garner

(Typed or printed name of person signing)

President

(Title of person signing)