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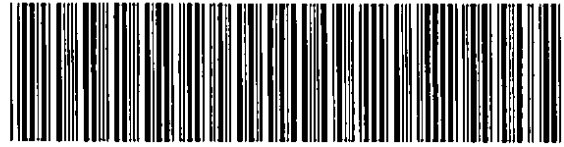
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from this account: 120210000160: \$ 78.75

Authorization Signature: 

Orlando Christian University & Seminary, Inc.

BUSINESS

DOC#

 Certified Copy of Articles

 X **Certificate of Status**

NEW FILINGS

 Profit Corp
 Not for Profit
 Officer/Director
 Limited Liability
 Domestication
 Other
 X **CORP**
 LLLP

AMENDMENTS

 Amendment
 Resignation of R.A. or member
 Dissolution
 Change of Registered Agent
 Revocation of Dissolution
 Merger
 Conversion
 Amended and restated Articles
 Statement of Authority

OTHER FILINGS

 Trademark
 Annual Report
 NOTARY REGISTRATION
 Fictitious Name
 APOSTILLE
 Country


REGISTRATION/QUALIFICATIONS

 Foreign filing
 Limited Partnership
 Reinstatement
 Other

EXAMINER'S INITIALS:

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EXAMINER'S INITIALS: _____

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Orlando Christian University & Seminary, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles W. Cramer
Name (Printed or typed)

1420 Edgewater Drive, Ste 200
Address

Orlando, FL 32804
City, State & Zip

407-843-3300
Daytime Telephone number

cramer@cramerprice.com

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ORLANDO CHRISTIAN UNIVERSITY & SEMINARY, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Orlando Christian University & Seminary, Inc.

ARTICLE II: PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of this Corporation shall be 2667 Bruton Boulevard, Orlando, Florida 32805.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). The specific purposes for which the Corporation is organized are:

1. to manage and operate a Christian university that bestows undergraduate and graduate degrees essentially in the area of Christian and non-profit leadership; and
2. to assist in and contribute to the growth and development of the ministries and

activities of The First Baptist Church of Orlando, Inc.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1420 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 purposes set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

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

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: TRUSTEES

A. Number. The Trustees of the Corporation shall consist of not fewer than five (5) Trustees and not more than a maximum number determined by the Bylaws of the Corporation as

amended from time to time.

B. Initial Trustees. The initial Board of Trustees are as follows:

Clark Keator
2667 Bruton Boulevard
Orlando, Florida 32805

Verne Bragg
2667 Bruton Boulevard
Orlando, Florida 32805

John Bozard
2667 Bruton Boulevard
Orlando, Florida 32805

Sandro Endler
2667 Bruton Boulevard
Orlando, Florida 32805

Caleb Brasher
2667 Bruton Boulevard
Orlando, Florida 32805

C. Powers. The Board of Trustees shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Trustees shall be as established in the Bylaws.

E. Election. The method of electing the Board of Trustees shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer
Cramer, Price & de Armas, P.A.

1420 Edgewater Drive
Suite 200
Orlando, Florida 32804

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of the Corporation, 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE IX – MEMBERS

The Corporation does not have any Members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be

prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the Trustees present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of Trustees, then the liability of a Trustee of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

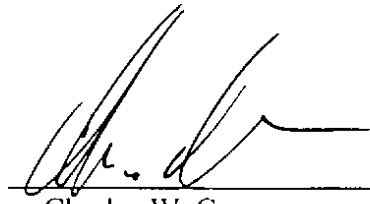
ARTICLE XII— AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

A. Articles of Incorporation. These Articles of Incorporation may be adopted, amended, or repealed by the majority vote of the Board of Trustees of the Corporation, but must first be approved by The First Baptist Church of Orlando, Inc.'s Trustees.

B. Bylaws. The Corporation's Bylaws may be adopted, amended, or repealed by the majority vote of the Board of Trustees of the Corporation, but any Bylaw adopted, amended, or repealed by the Board of Trustees must first be approved by The First Baptist Church of Orlando, Inc.'s Trustees.

The undersigned incorporator has made and subscribed these Articles of Incorporation this

13 day of July, 2023.




Charles W. Cramer

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §617.0501 of the Florida Statutes.

Done this 3 day of July, 2023.



Charles W. Cramer, Registered Agent

2023 - JUL 11:29