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Page: 1 of 7

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Holland & Knight LLP

From: Leppert, Sabrina D (JAX - X27314)

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Naples Christian Academy, Inc.

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**ARTICLES OF INCORPORATION
OF THE
NAPLES CHRISTIAN ACADEMY, INC.**

The undersigned, acting as the incorporator under Chapter 617 of the Florida Statutes, of the Naples Christian Academy, Inc., which is intended to be recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of this corporation is the Naples Christian Academy, Inc. (the "Corporation").

**ARTICLE 2
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is:

6926 Trail Blvd.
Naples, FL 34108

**ARTICLE 3
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 4
PURPOSES**

4.1 General Purposes. The Corporation is organized and will be operated exclusively for the charitable, education, religious, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

4.2 Specific Purposes. The specific purposes for which the Corporation is formed include, without limitation, operating primary and/or secondary schools that seek to develop and deploy fully devoted followers of Jesus Christ, consistent with the doctrine of Covenant Presbyterian Church of Naples, Inc. (EIN: 59-1098689) (generally referred to as the "Church"), as expressed in its vision, mission, and other statement(s) of faith. As a result, the Corporation is intended to be further classified as an integrated auxiliary of the Church, as provided in Sections 508(c)(1), 509(a)(1), and 170(b)(1)(A)(i) of the Internal Revenue Code.

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ARTICLE 5 MEMBERSHIP

The Church, which also is a Florida not-for-profit corporation, shall be the sole member of the Corporation. Except as expressly provided otherwise in these Articles of Incorporation, the member's powers, rights, and duties shall be set forth in the Bylaws.

ARTICLE 6 DIRECTORS

Subject to the powers reserved to the member in the Bylaws of the Corporation, all corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of directors (not less than three) will be as provided in the Bylaws. The initial Board of Directors shall have four (4) members, and their names and addresses are as follows:

John C. Hunter, III	6926 Trail Blvd Naples, FL 34108
Marvin N. Schoenhals	6926 Trail Blvd Naples, FL 34108
Sherry Kendrick	6926 Trail Blvd Naples, FL 34108
Wilson E. Bradley	6926 Trail Blvd Naples, FL 34108

The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the Bylaws.

ARTICLE 7 COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Compensation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member, directors, 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 this Article. All of the net earnings of the Corporation shall be expended for the purposes stated in Section 501(c)(3).

7.2 Indemnification. Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer

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at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

7.3 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its directors or officers, (ii) any firm of which one or more of its directors or officers are shareholders, partners, member, or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its directors or officers are shareholders, member, directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such director or directors, or officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and despite his or their participation in such action. The fact of such interest must be disclosed to or known by the Board of Directors and the Board of Directors may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board of Directors of the Corporation.

7.4 Prohibition Against Self-Dealing and Excess Benefit Transactions. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code, or that would result in an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code, as applicable pursuant to the exempt status of the Corporation.

ARTICLE 8 CHARITABLE LIMITATIONS

Despite any other provision of these Articles of Incorporation, the Corporation may 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 Internal Revenue Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

8.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carry out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of

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the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

8.2 No Political Activities; No Substantial Lobbying Activities. In accordance with the Federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

8.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to Florida law, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to the Church or, in the event that the Church is dissolved or disclaims or otherwise waives its rights to such assets, to any one or more organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article 4 above, subject to the approval of the member, in accordance with the provisions of the Bylaws. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

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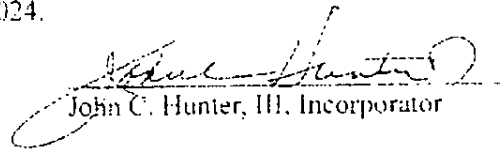
ARTICLE 10
AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is subject to the approval of the member, in accordance with the provisions of the Bylaws.

ARTICLE 11
REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is Harriette M. Noller. The street address of the initial registered office of the Corporation is 6926 Trail Blvd, Naples, FL 34108.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 23rd day of January 2024.


John C. Hunter, III, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

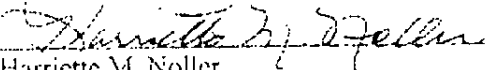
WITNESSETH:

That the Naples Christian Academy, Inc., desiring to organize under the laws of the State of Florida, has named Harriette M. Noller, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 6926 Trail Blvd, Naples, FL 34108, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 23rd day of January 2024.


Harriette M. Noller

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