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**BASIC AMENDMENT**

**CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.**

Certificate of Status	1
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I - Name**

The name of the Corporation is: Central Florida Educational Foundation, Inc. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office of the Corporation is 1065 Rainier Drive, Altamonte Springs, Florida 32714 and the mailing address of the Corporation is P.O. Box 607883, Orlando, Florida 32860-7883.

**ARTICLE III - Purpose**

A. The purposes for which the Corporation 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, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). In furtherance of these purposes, the Corporation's activities may include, but are not limited to, holding regular worship and devotional meetings.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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. 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 in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

D. The Corporation is committed to adhering to fundamental Christian principals as described in the Word of God, including in particular the fulfillment of the Great Commission to preach the gospel to every creature.

Attorney Name: Douglas E. Starcher, P.A.

Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 839-4200  
Florida Bar No.: 0818641

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Facsimile Audit No. 4000000101725ARTICLE IV - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI - Directors

- A. The number of directors of the Corporation is currently three (3).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Members

The Corporation shall not have members.

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

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Facsimile Audit No. H000000101725ARTICLE X - Dissolution

A. 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

The foregoing Amended and Restated Articles of Incorporation do not contain an amendment requiring member approval, as the Corporation has no members. These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation on 6<sup>th</sup> of MARCH, 2000.

CENTRAL FLORIDA EDUCATIONAL  
FOUNDATION, INC.

By: 

James S. Hoge,  
Chairman of the Board of Directors

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent of CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC., a Florida corporation

By:



Douglas E. Starcher, Vice President

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