

Division of Corporations

Page 1 of 1

N9400000/869

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000019354 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

FILED
99 AUG -5 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

LUTHERAN EDUCATION ASSOCIATION OF CENTRAL FLORIDA, I

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H99000019354 2

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LUTHERAN EDUCATION ASSOCIATION OF CENTRAL FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
59 AUG -5 AM 10:07
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The Articles of Incorporation of Lutheran Education Association of Central Florida, Inc., a Florida nonprofit corporation (the "Corporation") were filed on April 15, 1994, assigned Document No. N94000001869, and subsequently amended on September 22, 1994.

At an annual meeting of Members on June 23, 1998 at which a quorum was present, an amendment was presented by the Board of Directors and approved by the Members to change language contained in Article II and Article III of the Articles of Incorporation. At the annual meeting of Members on June 22, 1999 at which a quorum was present, an amendment was presented by the Board of Directors and approved by the Members to change the name of the corporation and to incorporate the amendment previously approved by filing Amended and Restated Articles of Amendment. The number of votes cast for the amendments were sufficient for approval.

Accordingly, the Articles of Incorporation of Lutheran Education Association of Central Florida, Inc. are hereby amended and restated in accordance with the Corporation's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act as follows:

This document was prepared by:
Kyle L. WhiteJohnson
CNL Group, Inc.
400 East South Street
Orlando, Florida 32801
407/650-1000

H99000019354 2

H99000019354 2

ARTICLE INAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

- A. The name of this Corporation is: Orlando Lutheran Academy, Inc.
- B. The principal place of business and the mailing address of this Corporation shall be 550 North Econlockhatchee Trail, Orlando, Florida 32825.

ARTICLE II - PURPOSES

- A. To Foster Christian education and to establish, own, operate and maintain a school or schools and other facilities in Orange, Seminole and other counties of Florida as are appropriate for that purpose and which meet the requirements of the State of Florida and are recognized and accredited by the proper recognized educational authorities for such school(s).
- B. To rent, lease, purchase, acquire and own and hold title to real estate, personal property and any combination thereof by gift, purchase or otherwise and to receive, manage, care for and disburse any gifts, donations or bequests, appropriated or set apart to this Corporation in connection with the furtherance of the purposes stated in section A of this Article II.
- C. To pledge and mortgage such property, use and convey the same to the extent and under such restrictions and limitations as may be prescribed by the authority in this Corporation vested and for such purposes as this Corporation may direct or elect.
- D. To exist and operate solely for religious, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").
- E. To provide educational services without regard to race, gender or national origin.
- F. To carry out its purpose and functions without engaging in partisan politics and without supporting any candidate for public office, engaging in any political causes or otherwise

H99000019354 2

attempting to influence legislation or participating in or intervening in any political campaign of any candidate for public office.

G. To have and exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida.

H. Limitations on Powers

1. No part of the assets or income of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617, Florida Statutes, and the laws of the United States.

2. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c) (3) of the Code and its regulations as they now exist, or as they may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Code Section 170 (a) and regulations as they now exist, or as they may hereafter be amended.

ARTICLE III - MEMBERSHIP

A. The Congregational Members of this Corporation shall be Congregations, as defined in Section B below, which meet the membership criteria in the By-Laws of this Corporation.

B. As used herein, "Congregations" shall mean:

1. congregations of Lutheran denominations.
2. other Christian congregations as approved by the Board of Directors;
3. the parents' association recognized by the Board of Directors of this Corporation as representing the broadest base of parents of students attending the school(s) operated by this Corporation; and

H99000019354 2

4. the association of alumni, alumni parents and/or school boosters recognized by the Board of Directors of this Corporation as representing the broadest base of alumni, alumni parents and/or school boosters of the school(s) operated by this Corporation.

ARTICLE IV - DIRECTORS

The affairs and property of this Corporation shall be managed by the Board of Directors. The Board of Directors of this Corporation shall be comprised of not less than 5 nor more than 21 Directors, the exact number to be specified in the By-Laws of this Corporation. A majority of the Directors shall be representatives of the Congregational Members which are affiliated with the Lutheran Church - Missouri Synod and shall be elected at the Annual Association Meeting in accordance with the procedures and requirements of the By-Laws. Up to two additional Directors shall be representatives of the Congregational members which are affiliated with the Lutheran Church - Missouri Synod and shall be elected at the Annual Association Meeting in accordance with the procedures and requirements of the By-Laws. Up to two additional Directors may be appointed by the Board of Directors in accordance with the procedures and requirements of the By-Laws. The remaining Directors shall be representatives of Congregational Members and shall be elected at the Annual Association Meeting in accordance with the procedures and requirements of the By-Laws.

ARTICLE V - BYLAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors at their first meeting and may thereafter be amended in the manner prescribed in such By-Laws.

H99000019354 2

ARTICLE VI - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the vote of the majority of the Congregational Members and shall be promptly filed with the Secretary of State or other appropriate official of the State of Florida. Any amendments to the Articles of Incorporation affecting affiliation or recognition with the Christian or other organizations must be ratified by a majority of the Congregational Members. Any amendment affecting the Corporation's relationship with the Evangelical Lutheran Church in America or The Lutheran Church - Missouri Synod must be submitted to the ELCA and/or the LCMS for a determination of their affect on such relationship(s) prior to being considered for adoption.

ARTICLE VII - RELIGIOUS DOCTRINE

This Corporation accepts and acknowledges all of the Canonical Books of the Old Testament of the Holy Bible as the inspired Word of God, and the symbolical books of the Book of Concord of 1580 to be true expressions of Christian doctrine in agreement with the Holy Scriptures. All Christian doctrine taught in the school(s) operated by this Corporation shall be in agreement therewith. The faculty and administrative staff called, retained or employed by the Corporation shall teach in harmony with the Bible, the Lutheran confessions (Book of Concord, 1580) and the principles and practices of the Lutheran Church.

ARTICLE VIII - DURATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of two-thirds of the Congregational Members, the Corporation may be dissolved. In the event of the liquidation and dissolution of the Corporation, whether voluntary or involuntary, the assets of

H99000019354 2

the Corporation after payment of all of the debts of the Corporation and expenses of dissolution, shall be distributed as authorized by a majority of the Congregational Members; provided however, that no part of the assets of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617, Florida Statutes, and the laws of the United States, and provided further that upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

ARTICLE IX – REGISTERED OFFICE AND AGENT

The street address of the registered office is 4704 Jamerson Place, Orlando, FL 32807, and the name of the registered agent at that address is Sandra L. Ogg.

ARTICLE X - SHARES OF STOCK

This Corporation shall not authorize for issue or issue any shares of stock nor shall it pay any dividends or distribute any part of its income to its members, directors or officers or any other person. The foregoing provision shall not prohibit the payment of compensation and employee benefits to any person who is employed by the Corporation or the reimbursement of reasonable direct expenses incurred as an employee, officer or director of the Corporation.

08/04/99 16:37 FAX 407 648 8920

CNL GROUP

008

H99000019354 2

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended
and Restated Articles of Incorporation this 4th day of August, 1999.


Lynn E. Rose, President