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NAME: LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC.**

The undersigned corporation (the "Corporation"), in accordance with the Florida Business Corporation Act and its Articles of Incorporation, hereby adopts the following Amended & Restated Articles of Amendment:

1. Corporation Name: The name of the Corporation is: LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC.

2. Amendment. This Corporation's Articles of Incorporation is hereby amended and restated in its entirety so as to read, after amendment, as follows:

See Exhibit "A" Attached.

3. Adoption. The Amendment has been adopted by written consent of all of the directors and all of the members of the Corporation on April 11, 1997, pursuant to §617.1002, Florida Statutes. The number of votes cast for the Amendment was sufficient for approval.

4. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 16th day of April, 1997.

LUTHERAN CHURCH OF THE CROSS
DAY SCHOOL, INC.

By: David Joffe
David Joffe, as Chairperson

Attest: Lisa Hill
Lisa Hill, as Secretary

107163.01

Prepared by:
Robert Kapusta, Jr., Esq.
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(813) 822-2033
FBN 441538

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC.

The undersigned, acting as incorporators, hereby establish a non-profit corporation pursuant to the Florida Nonprofit Corporation Act and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC.

ARTICLE II - PERPETUAL EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSES, POWERS, RESTRICTIONS

Section 1. Purposes. The corporation is organized and formed exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. This corporation shall conform with the regulations of the Internal Revenue Code of 1986 under which it is granted tax exempt status. The objects and purposes of the corporation are:

(i) Lutheran Church of the Cross Day School, Inc. is a partnership of church, school, and community that provides a developmentally appropriate environment respecting the uniqueness of the children and encouraging their god-given potential. It is an integral part of a caring community, empowered by the Holy Spirit, dedicated to knowing Christ and sharing His love.

Section 2. Powers. In furtherance of the foregoing purposes and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3. Restrictions Upon the Powers of Members and Others. No part of the net earnings of the corporation shall inure to the benefit of any member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for (i) services rendered to or for the corporation affecting one or more of its purposes), and no member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director, or officer of the corporation,

or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

ARTICLE IV - MEMBERSHIP

Membership shall be comprised of the duly elected members of the Congregation Council of Lutheran Church of the Cross, Inc., or its successor organization, and shall be appointed as set forth in the Bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal Office of the Corporation is 4545 Chancellor Drive, St. Petersburg, Florida 33703, and the name and address of its initial Registered Agent is William D. Slicker, 447 3rd Avenue North, Suite 405, St. Petersburg, Florida 33701.

ARTICLE VI - MEETINGS

The annual meeting and special meetings of the corporation, and meetings of the board of directors, shall be held at the times and under the terms specified in the By-laws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number and Term. Directors shall be appointed or elected according to the Bylaws in time for the annual meeting. The term of office of each director shall be determined according to the Bylaws of the corporation from time to time in force.

Section 2. Affiliation. At least fifty one percent (51%) of the Directors shall be members in good standing of Lutheran Church of the Cross.

Section 3. Initial Directors. The following directors shall constitute the initial Board of Directors until the first election thereof. Their names and addresses are as follows:

Ginny Gilbert
1906 Arrowhead Drive N.E.
St. Petersburg, FL 33703

Jaleen Hartney
842 - 36th Avenue North
St. Petersburg, FL 33704

Penny Jennings
516 - 20th Avenue N.E.
St. Petersburg, FL 33704

David Joffe
17 - 11th Avenue North
St. Petersburg, FL 33701

June Morris
5230 Denver Street N.E.
St. Petersburg, FL 33703

Bert Perozzi
935 Live Oak Terrace N.E.
St. Petersburg, FL

Marcia Walter
7921 - 3rd Street North
St. Petersburg, FL 33702

Gail Weber
2432 Anastasia Way South
St. Petersburg, FL 33712

Carole Larach (non-vote Secretary)
235 Estado Way N.E.
St. Petersburg, FL 33704

Lynn Piper (non-vote Historian)
7400 - 14th Street N.E.
St. Petersburg, FL 33702

Ron Schroeder
1947 Hawaii Avenue N.E.
St. Petersburg, FL 33703

Jerry Stranzheim
5220 White Sand Circle N.E.
St. Petersburg, FL 33703

Kevin Tatreau
1710 Georgia Avenue N.E.
St. Petersburg, FL 33703

ARTICLE VIII - OFFICERS

The officers of this corporation shall be a chairperson, a vice-chairperson, a secretary, a treasurer and such other officers as may be set forth in the Bylaws. Their duties and manner of election shall be described in the Bylaws. The officers who shall serve until the first election under these Articles are:

David Joffe, Chairperson
107 - 11th Avenue North
St. Petersburg, FL 33701

Ginny Gilbert, Chairperson-elect
1906 Arrowhead Drive N.E.
St. Petersburg, FL 33703

Carole Larach, Secretary
235 Estado Way N.E.
St. Petersburg, FL 33704

Kevin Tatreau, Treasurer
1710 Georgia Avenue N.E.
St. Petersburg, FL 33703

ARTICLE IX - BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors, after said Bylaws have been approved by the membership. The Board of Directors shall have power to alter, amend or repeal the Bylaws from time to time. All such changes must receive the approval of the membership prior to taking effect. Such Bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are consistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any member (unless such member is an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of this corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE X - FINANCIAL AFFAIRS

Section 1. This corporation shall be fully responsible for the management and fiscal affairs of the corporation and fully responsible for any debts or liabilities it may incur.

Section 2. Church affiliate status shall not cause the Lutheran churches to incur or be subject to the liabilities or debts of this corporation.

Section 3. The corporation may incur additional indebtedness only upon the approval of the membership.

ARTICLE XI - AMENDMENTS

The Board of Directors shall have the power to alter or amend these Articles of Incorporation by a two-thirds vote of the directors present and voting at any annual meeting of the corporation or at a special meeting called for that purpose provided that at least thirty days notice shall have been given to all such directors setting forth the proposed amendment or amendments. All proposed amendment or amendments must be approved by the membership before taking effect.

ARTICLE XII - DISSOLUTION

In the event of dissolution, at the option of Lutheran Church of the Cross Day School, Inc., the residual assets of the corporation will be turned over to Lutheran Church of the Cross, Inc., or its successor organization, provided the recipient of assets in dissolution, at the option of Lutheran Church of the Cross, Inc., remains a not-for-profit organization as provided for under sections 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XIII - INCORPORATORS

The names and addresses of the incorporators are:

William D. Slicker
447 - 3rd Avenue North, Suite 405
St. Petersburg, FL 33701

Jerry Straszheim
5220 White Sand Circle N.E.
St. Petersburg, FL 33703

George K. Rahdert
535 Central Avenue
St. Petersburg, FL 33701

ARTICLE XIV - DISCRIMINATION

The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at school. The Corporation shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies and athletic or other school administered programs.

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William D. Slicker, Incorporator

Subscribed and sworn to before
me this ____ day of _____

Notary Public

Jerry Straszheim, Incorporator

Subscribed and sworn to before
me this ____ day of _____

Notary Public

George K. Rahdert, Incorporator

Subscribed and sworn to before
me this ____ day of _____

Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LUTHERAN CHURCH OF THE CROSS DAY SCHOOL, INC., which is contained in the foregoing Amended and Restated Articles of Incorporation.

Dated this ____ day of _____, 19____.

William D. Slicker, Registered Agent

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