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NARDELLA, MORRISON & GAY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
1101 N. LAKE DESTINY DRIVE, SUITE 423
MAITLAND, FLORIDA 32751

BYRON D. GAY
DONALD G. MORRISON
ANTHONY M. NARDELLA, JR.

FILED
JAN 30 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 878-3886
FAX (904) 878-0818

January 26, 1995

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-01/31/95--01007--016
*****70.00 *****70.00

RE: STUDENT AND FAMILY LIFE U.S.A./INTERNATIONAL, INC.

Gentlemen:

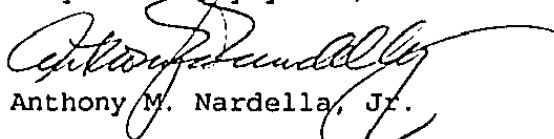
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our firm's check made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.


Please return the file stamped copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/sjj/579
Enclosures

2/2/95


ARTICLES OF INCORPORATION

OF

STUDENT AND FAMILY LIFE U.S.A./INTERNATIONAL, INC.

The undersigned, being of legal age and competent to contract for the purpose of organizing a not for profit Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be STUDENT AND FAMILY LIFE U.S.A./INTERNATIONAL, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence and become effective on the date these Articles of Incorporation are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

1. General. The general purpose of this Corporation shall be to operate exclusively for charitable, religious, scientific and educational purposes, and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Article IV hereunder; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

2. Specific. The primary emphasis of the Corporation shall include, but not be limited to, leading students and adults to personal faith in Christ and providing a nurturing environment for spiritual growth and Christian character development. Some of the methods utilized for the achievement of this purpose shall include, but not be limited to camps, conferences, retreats, and training schools in the United States and overseas.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest, in, or obligations of, other domestic or foreign corporations, association, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and fix their compensation.

(j) to make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE V

PROHIBITED ACTIVITIES

Notwithstanding the provisions of Article IV hereinabove, nothing herein shall be construed to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director, or officer of the Corporation, or any private individual, be entitled to share in a distribution of the Corporation's assets on dissolution of the Corporation nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1954 as amended from time to time, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be

applicable:

1. The Corporation shall distribute its income 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI

DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

ARTICLE VII

NO MEMBERS

This corporation shall not have members.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The initial principal office, and the initial registered office, of this not for profit corporation shall be located at 6112 Donegal Dr., Orlando, Orange County, Florida 32819, and the initial registered agent of the Corporation at that address shall be REV. J.B. COLLINGSWORTH. The Corporation may change its registered agent or the location of its principal or registered office, or

both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and street address of the initial directors of this corporation are:

Laurie Austhof
3358 Brookwater Cir.
Orlando, FL 32822

Fran Carlton
1250 Henry Balch Dr.
Orlando, FL 32810

Anne L. Collingsworth
6112 Donegal Dr.
Orlando, FL 32819

Rev. J.B. Collingsworth
6112 Donegal Dr.
Orlando, FL 32819

Jerry Fallin
1216 Buckwood Dr.
Orlando, FL 32806-7034

Don Griffin
111 North Dr.
Windermere, FL 34786

Larry Richardson
3810 Charleston Loop
Oviedo, FL 32765

Directors may be removed without cause. The terms of office for the directors, and the method of their election, shall be as set forth in the bylaws.

The president of the corporation, once elected, may be removed from office by the board of directors only by a vote of no less than two-thirds (2/3) of its members.

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is:

Rev. J.B. Collingsworth
6112 Donegal Dr.
Orlando, FL 32819

ARTICLE XI

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XII

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

HEADINGS AND CAPTIONS

The headings of captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator

hereinbefore named, for the purpose of forming a not for profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 25th day of January, 1995.

Rev. J.B. Collingsworth (SEAL)
REV. J.B. COLLINGSWORTH

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, REV. J.B. COLLINGSWORTH, to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation, and who presented his Drivers License (FLA) as identification, and who acknowledged before me that he executed those Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 25th day of January, 1995.

Suzan J. Jordan
Print Name: _____
Commission No.: _____
My Commission Expires:



SUZAN J. JORDAN
COMMISSION # CC 431738
EXPIRES JAN 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
55 JAN 30 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

STUDENT AND FAMILY LIFE U.S.A./INTERNATIONAL, INC., desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 6112 Donegal Dr., Orange County, Florida 32819 and its registered office at 6112 Donegal Dr., Orange County, Florida 32819, has named and designated REV. J.B. COLLINGSWORTH as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 617.0501, Florida Statutes, as the same may apply to the said corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25th day of January, 1995.



REV. J.B. COLLINGSWORTH
Registered Agent