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TALLAHASSEE, FL 32304
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N 96000002695



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PRESTIDIAL
FIDELITY INVESTMENT SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 960806 150334A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 21, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 960806

CUSTOMER NO: 158334A

CUSTOMER: Richard H. Powell, Esq
POWELL & STROM, P.A.

92 Eglin Parkway Ne

Fort Walton Bea, FL 32549-2167

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 1:23

DOMESTIC FILING

NAME: RHEMA CHRISTIAN ACADEMY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

96 MAY 21 PM 11:06
J 5/21/96

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DIVISION OF CORPORATIONS
96 MAY 21 PM 1:23

**ARTICLES OF INCORPORATION
OF
RHEMA CHRISTIAN ACADEMY, INC.**

ARTICLE I

NAME

The name of the corporation is RHEMA CHRISTIAN ACADEMY, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 1 - Purposes

The purpose for which this Corporation is organized is to establish, maintain, promote, and operate a Christian School which is charitable, religious, educational, and which may make distributions to organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof).

Section 2 - Mission

The specific mission of this Corporation shall be to educate the students to think as Christians so that they will act as Christians.

Section 3 - Powers

This Corporation is organized pursuant to the laws of the State of Florida and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article III hereof.

Section 4 - Carrying out of purposes and
exercise of powers in any jurisdiction

The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or any foreign country.

Section 5 - Direction of purposes and
exercise of powers by directors

The Board of Directors (School Board), subject to any specific written limitations or restrictions validly imposed by the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation.

Section 6 - Limitation on activities

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 publishing or distribution of statements) of any political campaign on behalf of any candidate for public office.

Section 7 - Activities limited by tax code

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any amendment thereof).

Section 8 - No loans

No loan shall be made by the Corporation to an officer or director.

Section 9 - Dissolution

Upon the dissolution of the Corporation, the Board of Directors (School Board) shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof) as the Board of Directors (School Board) shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

NO MEMBERS

The Corporation shall have no members.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address of the corporation is 9509 Sweet Gum Lane, Navarre, Florida 32566 and the mailing address of the corporation is 9509 Sweet Gum Lane, Navarre, Florida 32566.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Section 1 - Registered office

The address of the initial registered office of the Corporation is: 1849 Flamingo Lane, Navarre, Florida 32566.

Section 2 - Registered agent

The name of the initial registered agent of the Corporation at that address is: Beth R. Sutton.

ARTICLE VII

DIRECTORS

Section 1 - Number of directors

The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of reducing such number below three (3) or of shortening the term of any incumbent Director.

Section 2 - Self-perpetuating board

After designation of the initial Board of Directors herein, the Board shall be self-perpetuating with Directors elected by the Board.

Section 3 - Initial board of directors

The initial Board of Directors shall consist of those persons whose names and addresses are listed below:

Both R. Sutton

1849 Flamingo Lane
Navarro FL 32566

Lois Vosmera

9509 Sweet Gum Lane
Navarro FL 32566

Nancy D. Grieshop

8575 Nelda Road
Navarro FL 32566

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons filing these Articles of Incorporation are:

Beth R. Sutton

1849 Flamingo Lane
Navarre FL 32566

Lois Vosmera

9509 Sweet Gum Lane
Navarre FL 32566

IN WITNESS WHEREOF, we have affixed our seals and signed our names on this 16th day of MAY, 1996.

IN THE PRESENCE OF:

Richard H. Powell

Beth R. Sutton
BETH R. SUTTON

Marcia Savage

Lois Vosmera
LOIS VOSMERA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared BETH R. SUTTON and LOIS VOSMERA, who being first duly sworn, on oath, depose and state that they are the above-named incorporators, that they have read the foregoing Articles of Incorporation and have executed the same for the uses and purposes set forth therein.

SWORN TO AND SUBSCRIBED before me this 16th day of May, 1996, by BETH R. SUTTON and LOIS VOSMERA, who are personally known to me or who have produced N/A as identification.



"OFFICIAL SEAL"
Richard H. Powell
My Commission Expires 3/28/97
Commission #CC 270089

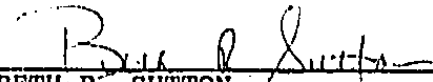
Richard H. Powell

NOTARY PUBLIC

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

BETH R. SUTTON, named as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that she is familiar with, and accepts, the obligations provided for in § 617.0501 Fla. Stat. (1995).


BETH R. SUTTON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 21 PM 1:23

N 96000002695

December 5, 1996

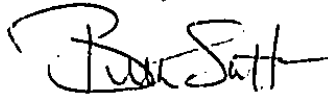
Rhema Christian Academy
P.O. Box 5345
Navarre, FL 32566

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings Section

Dear Sir or Madam:

Please be advised that our corporate mailing address has been changed to the P.O. Box listed above. Thank you for your attention to this matter.

Sincerely,



Beth Sutton, President

KS 12/10