

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
 Will Pick Up _____

RE: Vehicle Title Transfer

C.O. FEE. DISBURSED

Capital Express™
 Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S-
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No. 's Copies

Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () pgs

SUBTOTALS

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days: 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
A CORPORATION NOT FOR PROFIT**

FILED
JUN 11 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
ORANGE, FLORIDA

The undersigned, being a citizen of the State of Florida, and competent to contract, for the purpose of establishing a Christian school, to operate in accordance with the laws of God, does hereby form this corporation not for profit under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC., with its principal place of business located at 1199 Clay Street, Winter Park, Florida 32789-5495

ARTICLE II - TERM

This corporation shall exist perpetually or until dissolved by due process of law, commencing June 11, 1996. 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 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 III - PURPOSE

The general nature, object and purpose of VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC. shall be to provide opportunity for students to study on the elementary and secondary level, in a Christ-centered academic environment. Further purposes are as follows:

1. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. To engage in any lawful business or activities relating thereto and to engage in any lawful act or activities for which corporations may be organized under the laws of Florida related to corporations not for profit.

3. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code

ARTICLE IV - SUBSCRIBERS

The name and place of residence of the original incorporator and subscriber to these Articles of Incorporation is as follows:

Gary Hall
243 Timberland Avenue
Longwood, Florida 32750

Provided, however, that the incorporator and subscriber of the corporation shall not have any vested right, interest, or privilege of, in or to the assets, functions, affairs, or franchises of this corporation or any right, interest or privilege which may be inheritable.

ARTICLE V - POWERS

The corporation is empowered as follows:

1. To purchase, lease, rent, acquire, own, construct, maintain and operate, make improvements, hold properties in trust (subject to Florida Statutes Section 617.21), use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary for the above purposes.
2. To receive application fees, tuition payments, school fees, offerings, gifts, bequests and other income and to solicit funds and raise money to fulfill the above-stated purposes
3. To borrow money, issue bonds, debentures, notes or other obligations, secure monies so borrowed or in payment for property, or for any of the purposes stated above

4. Notwithstanding any other provision of these Articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue law.

5. To exercise the corporate powers as set forth in Florida Statute Section 617.21 and any subsequent amendments thereto.

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 herein. 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) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI - BOARD OF DIRECTORS

The original Board of Directors shall consist of six members as follows:

Gary Hall
243 Timberland Avenue
Longwood, Florida 32750

Bruce Hughes
7705 Bayberry Court
Orlando, Florida 32810

David Malinowski
1125 O'Day Court
Winter Springs, FL 32708

Gene Polino
106 Beach Avenue
Altamonte Springs, FL 32701

Cynthia Williams
2770 Prince John Road
Winter Park, FL 32792

Dick Wolfe
3005 Alamo Drive
Orlando, FL 32805

Prior to July 1, 1996, the original Board of Directors shall appoint nine members to serve on the Board of Directors and designate the terms of each of those nine members. Three members of the initial Board of Directors will serve for a term of three years, three will serve for a term of two years and three will serve for a term of one year. A tenth member of the Board of Directors will be appointed each year by the Board of Directors of Calvary Assembly of God of Orlando, Florida, Inc. while the school utilizes the building facilities of that church in order to provide liaison between the two corporations

Prior to July 1st of each year, three board members will be selected to fill the vacancies of those three board members whose terms will expire as of July 1st. Two of these vacancies will be filled by the Booster Committee then serving and the third vacancy will be filled by appointment by the then serving Board of Directors.

As soon after July 1st of each year, the Board of Directors shall meet and elect from among their members a chairman, vice-chairman and secretary. The term of these

officers shall be until July 1st of the next year. However, they may serve consecutive terms of office during their tenure on the Board of Directors if re-elected each year.

The headmaster of the school will serve as an ex-officio, non-voting member of the Board of Directors and will provide reports to the Board from time to time as requested by the Board.

All the business affairs of the corporation shall be directed by the Board of Directors. The Board of Directors will be specifically responsible for hiring and evaluating the headmaster of the school and reviewing and approving all policies and procedures of the school.

In the Event of a tie vote of any meeting of the Board of Directors, the chairman of the Board of Directors will be empowered to cast another vote to break the tie.

ARTICLE VII - OFFICERS

The affairs of the corporation shall be administered by its officers which shall be president, vice president, and a secretary-treasurer, or a secretary and a treasurer, all of whom shall be members of the Board of Directors and such other assistant or administrative officers as determined by the Board of Directors from time to time. The Board of Directors shall elect the officers, who shall serve annual terms beginning on July 1st of each year, provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed in behalf of the corporation by the president or vice president with the corporate seal thereto affixed and attested to by the secretary. The chairman of the Board shall be appointed president and the vice chairman

of the Board shall be appointed vice president of the corporation. The secretary of the Board shall be appointed secretary of the corporation.

ARTICLE VIII - BYLAWS

The Bylaws of this corporation shall be made and initially adopted by a two thirds vote of the original Board of Directors of the corporation.

The Bylaws may be amended, altered, or rescinded by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings.

ARTICLE IX - BOOSTER COMMITTEE

Each year the parents, stepparents and guardians of the students enrolled in the school for the coming year shall hold an election as soon after August 15th of each year as possible to elect members of the Booster Committee who will serve for a term which will coincide with the coming school year. The Booster Committee shall consist of not more than thirty (30) members. As soon after their election as possible, the Booster Committee shall meet and elect a chairman, vice chairman and secretary.

The purpose of the Booster Committee is to provide assistance to the school with extracurricular activities, fund-raising projects and any other activities which would be mutually beneficial to the students, parents and staff of the school at the direction of the headmaster.

A member may serve an unlimited number of terms on this Booster Committee if re-elected each year.

During any school term, in the event of a vacancy on the Booster Committee, whether caused by resignation, removal or death, the Booster Committee then serving shall select the best qualified candidate to fill said vacancy for the remainder of the school year.

On or about May 1st of each year, the Booster Committee shall by majority vote select from among their current members two persons to serve on the Board of Directors of the corporation to fill two of the vacancies which will occur on July 1st of that year. In the event the Booster Committee is unable to select two persons, the Board of Directors will make the selection to fill those vacancies.

ARTICLE X - DISSOLUTION

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. These organizations or corporations shall be organizations or corporations whose express purposes are consistent with the tenets of Christian faith expressed in the Articles of Incorporation and Bylaws of VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.


ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended or changed by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings. Those amendments or changes shall become effective when such resolution is duly certified by the secretary of the corporation and filed with the Secretary of the State of Florida, approved by him and all filing fees have been paid.

ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and registered office of this corporation not for profit shall be Gary Hall, 243 Timberland Avenue, Longwood, Florida 32750.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator has executed these Articles of Incorporation this 10th day of June, 1996.


GARY HALL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared GARY HALL ~~who~~ who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose expressed therein.

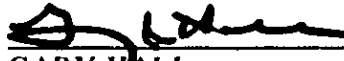
Sworn to and subscribed before me this 10th day of June, 1996, in the county and state aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
2. The name and address of the registered agent is: GARY HALL, 243
Timberland Avenue, Longwood, Florida 32750.



GARY HALL
Title: *Incorporator*
Date: *6/10/96*

STATE OF FLORIDA
TALLAHASSEE

96 JUN 11 PM 12:14

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


GARY HALL
DATE: *6/10/96*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

N960000003096

FILED
97 AUG 15 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002268227--5
-08/15/97--01010--021
*****35.00 *****35.00

Victory Christian
School of Orlando, Inc.

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Name Reservation _____
- ___ Merger File _____
- ☒ Art. of Amend. File Restated
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature

Reques

Name

Walk-In

Date

Will Pick Up

Time

*00789, 01048, 00547
00672

RECEIVED
97 AUG 15 AM 11:02
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
Ref. Number: N96000003096

We have received your document for VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 497A00041560

RECEIVED
97 AUG 18 AM 11:03
DIVISION OF CORPORATIONS

Correction

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
A CORPORATION NOT FOR PROFIT**

FILED
97 AUG 15 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended and Restated Articles were duly adopted by the Board of Directors on August 4, 1997. No members were entitled to vote. The following Articles have been amended: Article III and Article V

ARTICLE I. NAME

The name of this corporation is VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC., with its principal place of business located at 1199 Clay Street, Winter Park, Florida 32789-5495

ARTICLE II. TERM

This corporation shall exist perpetually or until dissolved by due process of law, commencing June 11, 1996. 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, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a 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 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 III - PURPOSE

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1. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - SUBSCRIBERS

The name and place of residence of the original incorporator and subscriber to these

Articles of Incorporation is as follows:

Gary Hall
243 Timberland Avenue
Longwood, Florida 32750

Provided, however, that the incorporator and subscriber of the corporation shall not have any vested right, interest, or privilege of, in or to the assets, functions, affairs, or franchises of this corporation or any right, interest or privilege which may be inheritable.

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The corporation is empowered as follows:

1. To purchase, lease, rent, acquire, own, construct, maintain and operate, make improvements, hold properties in trust (subject to Florida Statutes Section 617.21), use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary for the above purposes.

2. To receive application fees, tuition payments, school fees, offerings, gifts, bequests and other income and to solicit funds and raise money to fulfill the above-stated purposes.

3. To borrow money, issue bonds, debentures, notes or other obligations, secure monies so borrowed or in payment for property, or for any of the purposes stated above.

4. Notwithstanding any other provision of these Articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law of (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue law.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 herein. 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) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI -BOARD OF DIRECTORS

The original Board of Directors shall consist of six members as follows:

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243 Timberland Avenue
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Orlando, Florida 32810

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Winter Springs, FL 32708

Gene Polino
106 Beach Avenue
Altamonte Springs, FL 32701

Cynthia Williams
2770 Prince John Road
Winter Park, FL 32792

Dick Wolfe
3005 Alamo Drive
Orlando, FL 32805

Prior to July 1, 1996, the original Board of Directors shall appoint nine members to serve on the Board of Directors and designate the terms of each of those nine members. Three members of the initial Board of Directors will serve for a term of three years, three will serve for a term of two years and three will serve for a term of one year. A tenth member of the Board of Directors will be appointed each year by the Board of Directors of Calvary Assembly of God of Orlando, Florida, Inc. while the school utilizes the building facilities of that church in order to provide liaison between the two corporations.

Prior to July 1st of each year, three board members will be selected to fill the vacancies of those three board members whose terms will expire as of July 1st. Two of these vacancies will be filled by the Booster Committee then serving and the third vacancy will be filled by appointment by the then serving Board of Directors.

As soon after July 1st of each year, the Board of Directors shall meet and elect from among their members a chairman, vice-chairman and secretary. The term of these officers shall be until July 1st of the next year. However, they may serve consecutive terms of office during their tenure on the Board of Directors if re-elected each year.

The headmaster of the school will serve as an ex-officio, non-voting member of the Board of Directors and will provide reports to the Board from time to time as requested by the Board.

All the business affairs of the corporation shall be directed by the Board of Directors. The Board of Directors will be specifically responsible for hiring and evaluating the headmaster of the school and reviewing and approving all policies and procedures of the school.

In the Event of a tie vote of any meeting of the Board of Directors, the chairman of the Board of Directors will be empowered to cast another vote to break the tie.

ARTICLE VII - OFFICERS

The affairs of the corporation shall be administered by its officers which shall be president, vice president, and a secretary-treasurer, or a secretary and a treasurer, all of whom shall be members of the Board of Directors and such other assistant or administrative officers as determined by the Board of Directors from time to time. The Board of Directors shall elect the officers, who shall serve annual terms beginning on July 1st of each year, provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed in behalf of the corporation by the president or vice president with the corporate seal thereto affixed and attested to by the secretary. The chairman of the Board shall be appointed president and the vice chairman of the Board shall be appointed vice president of the corporation. The secretary of the Board shall be appointed secretary of the corporation.

ARTICLE VIII - BYLAWS

The Bylaws of this corporation shall be made and initially adopted by a two thirds vote of the original Board of Directors of the corporation.

The Bylaws may be amended, altered, or rescinded by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings.

ARTICLE IX - BOOSTER COMMITTEE

Each year the parents, stepparents and guardians of the students enrolled in the school for the coming year shall hold an election as soon after August 15th of each year as possible to elect members of the Booster Committee who will serve for a term which will coincide with the coming school year. The Booster Committee shall consist of not more than thirty (30) members. As soon after their election as possible, the Booster Committee shall meet and elect a chairman, vice chairman and secretary.

The purpose of the Booster Committee is to provide assistance to the school with extracurricular activities, fund-raising projects and any other activities which would be mutually beneficial to the students, parents and staff of the school at the direction of the headmaster.

A member may serve an unlimited number of terms on this Booster Committee if re-elected each year.

During any school term, in the event of a vacancy on the Booster Committee, whether caused by resignation, removal or death, the Booster Committee then serving shall select the best qualified candidate to fill said vacancy for the remainder of the school year.

On or about May 1st of each year, the Booster Committee shall by majority vote select from among their current members two persons to serve on the Board of Directors of the corporation to fill two of the vacancies which will occur on July 1st of that year. In the event the Booster Committee is unable to select two persons, the Board of Directors will make the selection to fill those vacancies.

ARTICLE X - DISSOLUTION

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. These organizations or corporations shall be organizations or corporations whose express purposes are consistent with the tenets of Christian faith expressed in the Articles of Incorporation and Bylaws of VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.

ARTICLE XI - AMENDMENT


These Articles of Incorporation may be amended or changed by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special

meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings. Those amendments or changes shall become effective when such resolution is duly certified by the secretary of the corporation and filed with the Secretary of the State of Florida, approved by him and all filing fees have been paid.

ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and registered office of this corporation not for profit shall be Gary Hall, 243 Timberland Avenue, Longwood, Florida 32750.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator has executed these Articles of Incorporation this 14 day of August, 1997.



GARY HALL/Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared GARY HALL () who is personally known to me or (X) who has produced H400-292-45-202 as FL DL identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose expressed therein.

Sworn to and subscribed before me this 14 day of August, 1996, in the county and state aforesaid.





NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 4/13/1998

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
2. The name and address of the registered agent is: GARY HALL, 243 Timberland Avenue, Longwood, Florida 32750.



GARY HALL /Treasurer
Title: *DIRECTOR / INCORPORATOR*

Date: 8/14/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



GARY HALL /Treasurer

DATE: 8/14/97