

N970000006194

Frank McMillan

ATTORNEY AND COUNSELLOR AT LAW

655 NORTH WYMORE ROAD
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October 14, 1997

Secretary of State
State of Florida
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

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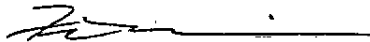
-11/05/97--01049--023

***306.25 ***306.25

Re: Lake Education and Benevolent Association, Inc.

Enclosed are Articles of Reincorporation for the above corporation pursuant to Florida Statutes 617.0901. I am enclosing my check for \$87.50 for the filing fee and a certified copy. Please return it to me. Give me a call if there is any question.

Sincerely,



Frank McMillan

nm

Enclosures: Articles of Reincorporation
Check for \$87.50

FILED
97 NOV -3 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-23957

mc 11/4/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

FRANK MCMILLAN, ESQ.
655 NORTH WYMORE ROAD
SUITE 101
WINTER PARK, FL 32789-2865

SUBJECT: LAKE EDUCATIONAL AND BENEVOLENT ASSOCIATION, INC.
Ref. Number: W97000023957

We have received your document for LAKE EDUCATIONAL AND BENEVOLENT ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

I sent the reinstatement/reincorporation form that needs to be filled out along with the additional fee that is highlighted on the form for the previous annual reports.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00051323

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR
JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992,
PURSUANT TO s. 617.1623(1)(c):

1. LAKE EDUCATIONAL & BENEVOLENT ASSOCIATION
Name of corporation exactly as it appears in legislative or judicial charter.
2. 655 North Wymore Road, Winter Park, FL 32789
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. December 16, 1957
Date of legislative or judicial incorporation
4. FEI Number 23-7114583
☐ FEI Number applied for
☐ FEI Number not required
5. Name, address (P. O. Box **NOT** acceptable) and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
Director	Gordon L. Retzer	655 N Wymore Rd	Winter Park, FL 32789
Director	Stephan Wilson	655 N Wymore Rd	Winter Park, FL 32789
Director -	Robert C. Seal	655 N Wymore Rd	Winter Park, FL 32789

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Authorized Signature


Robert C. Seal

Director/Resident Agent
Name and capacity of person signing application
(see S. 617.10201(6))

FILED
97 NOV -3 AM 8:18
TALLAHASSEE, FLORIDA

FILED

97 NOV -3 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Re-incorporation

LAKE EDUCATIONAL AND BENEVOLENT ASSOCIATION, INC.

The undersigned, acting as re-incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Re-incorporation for such corporation:

Article I NAME AND ADDRESS

The name of the corporation is: Lake Educational and Benevolent Association, Inc.
The address of the corporation is: 655 North Wymore Road, Suite 101, Winter Park FL 32789-2865.

Article II DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law.

Article III PURPOSE

The purpose or purposes for which the corporation is organized are: educational, charitable, religious and medical non-profit purposes and such other purposes which shall tend to the advancement of such ends and other activities permitted for non-profit organizations under the laws of the State of Florida and the United States of America.

Article IV POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now exists, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

Article V MEMBERSHIP

The qualifications for members and the manner of their admission are: The members of the corporation shall be all of those individuals who from time to time, shall serve as members of the Board of Trustees of Florida Conference Association of Seventh-day Adventists, a Florida corporation not for profit.

Article VI INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address and city of the initial registered office of the corporation is 655 North Wymore Road, Suite 101, Winter Park FL 32789-2865 and the name of its initial registered agent at such address is: Robert C. Seal.

Article VII MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors. Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

This corporation's initial Board of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three. The directors shall be elected by the members of the corporation and shall serve until their successors are elected. The manner of the election of the directors shall be specified in the corporate bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until their successors are duly qualified. The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Gordon L. Retzer, 655 N. Wymore Rd., Winter Park, FL 32789
Stephan Wilson, 655 N. Wymore Rd., Winter Park, FL 32789
Robert C. Seal, 655 N. Wymore Rd., Winter Park, FL 32789

Article VIII OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws. The officers shall be elected annually by the Board of Directors.

Article IX INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent and any former officer, director, employee, or agent, to the full extent permitted by law.

Article X CAPITAL STOCK

This corporation shall have no capital stock and no portion of the income, gains, profits or assets of the corporation shall be paid or distributed directly or indirectly to any member of the corporation nor shall any of the gains, income, profit or property of the corporation inure to the benefit of any member of the corporation.

Article XI DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to Florida Conference Association of Seventh-day Adventists, a Florida corporation not for profit, or if it is not in existence then to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose, as may be determined the last Board of Directors.

Article XII NAME OF INCORPORATOR

The name and address of each incorporator is:

Bernie Sheffield, President, Lake Educational and Benevolent Association
21725 C.R. 33 Groveland, Florida 34736

Article XIII BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

Article XIV AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote. Such amendments may be adopted by a vote of (a majority) of the corporation's members..


Article XV REINCORPORATION

This is a reincorporation of Lake Educational and Benevolent Association a corporation not for profit organized on December 16, 1957, and approved by the Circuit Judge in and for Lake County, Florida on December 16, 1957, copies of the original charter and all amendments thereto certified by the Clerk of the Circuit Court, Lake County, Florida are attached. This reincorporation was duly authorized by a meeting of its members regularly called and by its Board of Directors.

Dated 23 day of March, 1997.

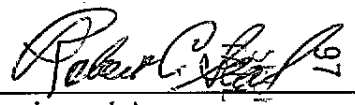
In Witness Whereof, the undersigned being the re-incorporator of the corporation have executed these Articles of Re-incorporation.

Signature(s) of Incorporator(s)


Bernie Sheffield
President, Lake Educational and
Benevolent Association, Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.901, Florida Statutes, relative to keeping open said office for service of process.


Registered Agent
Robert C. Seal

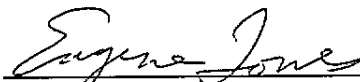
FILED
NOV -3 AM 8:18
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

State of Florida

County of ~~Orange~~ Lake

Before me, the undersigned authority, personally appeared Bernie Sheffield as President of Lake Educational and Benevolent Association, Inc., to me well known to be the person who executed the foregoing Articles of Re-incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. He is personally known to me.

In Witness Whereof, I have hereunto set my hand and seal this 23 day of March, 1997.



Notary Public



EUGENE TORRES
My Commission CC533563
Expires Feb. 19, 2000

State of Florida

County of Orange

Before me, the undersigned authority, personally appeared Robert C. Seal the person named as resident agent in the foregoing Articles of Re-incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. He is personally known to me.

In Witness Whereof, I have hereunto set my hand and seal this 30 day of March, 1997.



Notary Public



Frank McMillan
MY COMMISSION # CC492090 EXPIRES
August 28, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Frank McMillan

CHARTER

OF

LAKE EDUCATIONAL & BENEVOLENT ASSOCIATION

**TO THE HONORABLE JUDGES OF THE CIRCUIT COURT OF THE FIFTH
JUDICIAL CIRCUIT OF FLORIDA, IN AND FOR LAKE COUNTY**

We, the undersigned, in order to serve mankind in a way and manner conducive to the general welfare, presently and in the future, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I - Name

The name of this corporation is Lake Educational & Benevolent Association, and its principal office is located at Route 2, Groveland, Lake County, Florida.

ARTICLE II - Object

The object of this corporation is:

(1) The support of public worship, the building of churches, parsonages, schools, hospitals, chapels, and such other religious, educational, or benevolent institutions as may be necessary or proper to the work of missionary bodies in the United States, or in any foreign country, and the maintenance of all missionary undertakings.

(2) The support of any benevolent or charitable undertaking, as a lodge of Masons, Odd Fellows, hospitals for the sick, houses of refuge or correction, orphan asylums and all other objects of like nature.

(3) The support of any literary or scientific undertaking, as a college or university, with powers to confer degrees; an academy, a debating society, lyceum, the establishment of a library, the support of an historical society, the organization of battlefield associations, the promotion of painting, music, or the fine arts, the support of boards of trades, chambers of commerce, or other objects of like nature.

(4) The support and encouragement of agriculture, horticulture, and the mechanical arts, as agriculture, horticultural societies, or societies for the promotion of the mechanic arts, fairs, granges, and associations of like nature, including associations for the improvement of the blood of stock, or other objects of like nature.

And in general, the serving of mankind in a way and manner conducive to the general welfare, presently and in the future and to this end to conduct cafeterias, treatment rooms, instruct in dietetics and other educational branches -- all in addition to or in conjunction with the foregoing purposes.

ARTICLE III. Membership

This association, having been incorporated not for profit but for general welfare, has no stockholders, neither shall it ever have, and no dividends or profits shall be divided among the members. The membership of the Corporation, that is, its constituency, shall be

composed of the original incorporators, the Leesburg District Leader of the Florida Conference, the Educational superintendent of the Florida Conference, and those who, in the judgment of the board of trustees, have indicated their constructive interest in the activities which fall within the range of this corporation and who are voted members at a regular constituency meeting.

ARTICLE IV - Term

This corporation shall have perpetual existence.

ARTICLE V. - Subscribers.

The names and residences of the subscribers are as follows:

Bernie Sheffield, of Groveland, Florida

Byran Wilson, of Hinsdale, Illinois

Leslie Sheffield, of Winter Park, Florida

Jay White, of Fremont, Ohio

Amy Manous, of Concord, Tennessee

ARTICLE VI. - Officers

The affairs of the corporation shall be managed by a Board of Trustees. The members of the association shall elect the Chairman at the annual meeting of the association. The Chairman, upon being elected, shall be the presiding officer of the Board of Trustees. All officers, including the Chairman, shall serve for the term of one year, and their terms shall run from one annual meeting until new officers are elected at the next annual meeting. The Board of Trustees shall elect their own vice-chairman, secretary, and treasurer.

The officers who are to manage the affairs of the corporation until the first election under this charter, are as follows:

Chairman & Trustee	Bernie Sheffield
Vice-chairman & Trustee	Jay White
Secretary & Trustee	Leslie Sheffield
Treasurer and Trustee	Bryan Wilson
Trustee	Amy Manous

which officers shall also become Chairman and Board of Trustees, respectively, of this corporation until the first annual meeting under this charter, when the membership shall appoint the trustees.

ARTICLE VII. -- By-laws

By-laws of the corporation may be made, altered or rescinded by the members of the corporation at the annual meeting of the corporation by a majority vote of the members present, or at any special meeting of the members called for that purpose, by a majority vote.

ARTICLE VIII. -- Debt and Ownership of real property

No indebtedness shall be incurred in excess of \$1,000.00, without the approval of the Board of Trustees. The corporation shall have the authority to purchase, sell, mortgage, lease, own and maintain real and personal property sufficient to carry out the objectives of this corporation, but no real property shall be sold or purchased without the consent of the membership of this corporation.

In Testimony Whereof, we have hereunto set our hands and seals, this
18th day of December, A.D., 1957.

Bernie Sheffield (Seal)
Ann Higgins (Seal)
Leslie Sheffield (Seal)
Jay White (Seal)
Angie Moore (Seal)
Incorporators.

State of Florida
County of Sumter

Personally appeared before me, the undersigned authority,
Bernie Sheffield to me well known to be one of the incorporators
described in the foregoing Charter of the Lake Educational & Benevolent
Association, and acknowledged the same, and after being by me first duly
cautioned and sworn, upon his oath, deposes and says:

That it is intended in good faith to carry out the purposes and objects
set forth.

Bernie Sheffield
Sworn to and subscribed before me this 18th day of December
A.D., 1957.

David A. Davis
Notary Public State of Fla., at large
My Commission expires: Feb 15, 1960

34 336

IN THE CIRCUIT COURT OF THE FIFTH
JUDICIAL CIRCUIT IN AND FOR LAKE
COUNTY, FLORIDA

APPROVAL

IN RE:

LAKE EDUCATIONAL & BENEVOLENT ASSOC.

A Corporation Not For Profit

The foregoing proposed charter of the Lake Educational & Benevolent Association, a corporation not for profit, having been presented to the undersigned Circuit Judge, and having been found to be in proper form, and for an object authorized by Chapter 617 Florida Statutes, it is thereupon

ORDERED, ADJUDGED AND DECREED that the said charter is approved, and that upon the recordation of the said charter together with this order of approval thereof in the office of the Clerk of the Circuit Court, the subscribers, and their associates and successors shall be a corporation, not for profit, by the name LAKE EDUCATIONAL & BENEVOLENT ASSOCIATION.

DONE AND ORDERED in Chambers at Tavares, Florida, this

16th day of December A.D., 1957.


Circuit Judge

FILED IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF LAKE
COUNTY, FLORIDA, ON DEC 18 1957 AT 10:17 O'CLOCK
A.M. AND RECORDED IN THE "OFFICIAL RECORDS" BEGINNING
WITH BOOK NO. 214 PAGE 113 AND RECORD VIEWED.


Hendry S. Channing, Clerk