



N98000001777

A ministry of the
Central Church of Christ in Haines City, Florida

April 29, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000002868090--8
-05/07/99--01129--009
*****43.75 *****43.75

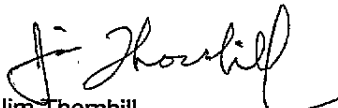
Enclosed please find a restatement of the Articles of Incorporation for the Haines City Christian Academy which includes a name change to Hilltop Christian Academy. We were assisted in drawing up these amendments by our attorney, Katherine McLeod Lancaster (Bar #564206).

Also enclosed is a check for \$43.75 (the \$35.00 filing fee plus \$8.75 for a certified copy).

This amendment was sent in a larger envelope with the Annual Report with the expectation that some time could be saved in sending in both. We recognized that the post office boxes were different, but took for granted an were in hopes that both could be taken care of by the same office. Forgive us if this has caused a problem.

Please call if there are any questions.

Respectfully,


Jim Thornhill
2nd Vice President

FFCEM
99 MAY -5 AM 8:34
DIVISION OF CORPORATIONS

FILED
99 MAY -7 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Called -
Gave auth
to add no
amends requiring
member approval

Restated
Articles

NIC

Sp 5/14/99

**RESTATEMENT OF ARTICLES OF INCORPORATION
OF
HILLTOP CHRISTIAN ACADEMY, INC.**

FILED

99 MAY -7 PM 2: 1

SECRETARY OF STATE
TALLAHASSEE, FLOR

We, the undersigned, as the Board of Directors of Haines City Christian Academy, Inc., a not for profit corporation, Incorporated under the laws of the State of Florida March 25, 1998, hereby amend and restate the Articles of Incorporation. There are no amendments requiring member approval.

ARTICLE I

NAME AND LOCATION

The name of this corporation is changed to HILLTOP CHRISTIAN ACADEMY, INC. This corporation's address is 1232 Robins Drive, Haines City, Florida 33844.

FILED
99 MAY -7 PM 2: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE AND NATURE

The primary purpose and nature of this corporation is to organize and operate a private school, providing Christian and secular education and shall be limited to educational, charitable and religious activities as qualify for exemption from taxation under the laws and regulations of the Internal Revenue Code of the United States. The secondary purpose and nature of this corporation is to transact such secular business appropriate to support the primary purpose and nature of this corporation, including the power to purchase, hold title to, encumber, improve, lease, or sell real and personal property. This

corporation is under the direction of the church, incorporated as Central Church of Christ of Haines City, Inc.

ARTICLE III

OFFICERS AND DIRECTORS

The Directors of this corporation are appointed by and serve at the discretion of the directors of the Central Church of Christ of Haines City, Inc. The number of directors may be increased or diminished as may be hereinafter provided in the By-Laws of this corporation, but shall never be less than three. The Directors of this corporation shall appoint the Officers: President, Vice President, Second Vice President, Secretary and Treasurer. One person may hold two offices, except that the President may not also be the Secretary.

ARTICLE IV

SUBSCRIBERS

The names, offices and residences of the subscribers, who serve as the current Officers of this corporation, are:

Gene Ellmore President	283 Bayshore Drive Auburndale, Florida
Hilton Summers Vice President	109 High Street Winter Haven, Florida
Jim Thornhill Second Vice President	3205 Holly Hill Grove Rd 3 Davenport, Florida
Bill Thornhill Treasurer	905 Avenue T Southeast Winter Haven, Florida
Danny Garner Secretary	1720 Tierra Alta Drive Lakeland, Florida

ARTICLE V

AMENDMENT OF BY-LAWS

A two-thirds majority of the directors of this corporation shall have the power to make, alter, amend or rescind the By-Laws of this corporation.

ARTICLE VI

AMENDMENT OF ARTICLES

Any one director of this corporation shall have the power to propose an adoption, alteration, rescission or amendment of or to the Articles of this corporation. Upon such proposal, a two-thirds majority of the directors of this corporation may make such an adoption, alteration, rescission or amendment of the Articles of this corporation effective.

ARTICLE VII

DISSOLUTION

If this corporation should be dissolved, no part of this corporation's property or proceeds derived therefrom shall be distributed to any person or firm operating for profit or for any purpose inconsistent with the purposes of the church of Christ. Upon dissolution, the Board of Directors shall merge this corporation with Central Church of Christ of Haines City, Inc. or distribute the property and proceeds derived therefrom to Central Church of Christ of Haines City, Inc. so long as Central Church of Christ of Haines City, Inc. shall qualify as an exempt

organization under the laws and regulations of the Internal Revenue Code of the United States or corresponding sections of any prior or future Internal Revenue Code. In the event that Central Church of Christ of Haines City, Inc. is not at that time qualified, the Board of Directors shall jointly hold a limited power of appointment over the corporation, its property, and proceeds derived therefrom to merge this corporation with an exempt organization under the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code with purposes consistent with the church of Christ.

ARTICLE VIII

USE OF INCOME

All revenue, profit, income and money received by this corporation is to be used and employed in religious, educational, charitable, benevolent and missionary work and not for the benefit of individual members, directors or officers of this corporation. 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 II hereof.

ARTICLE IX

REGISTERED AGENT

The current registered agent of this corporation is Larry Willis and his address as registered agent is at Lindvall Florist, 29 Tenth Street North, Haines City, Florida 33844.

ACKNOWLEDGMENT

I hereby accept appointment as Registered Agent to accept service of process for this corporation and to comply with the provisions of Chapter 48,091, Florida Statutes relative to keeping open the registered office.

Larry Willis
Larry Willis, Registered Agent

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation this 28th day of April, A.D., 1999.

Gene Ellmore
Gene Ellmore, President/Director

Hilton Summers
Hilton Summers, Vice President/Director

Jim Thornhill
Jim Thornhill, Second Vice President/Director

William P. Thornhill
Bill Thornhill, Treasurer/Director

Danny Garner
Danny Garner, Secretary/Director