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March 23, 1998

DIRECTOR
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: CHRISTIAN EDUCATION FOUNDATION, INC.

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****122.50 ****122.50

Dear Sir or Madam:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no: 2939 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


R. Seth Mann, Esq.

enclosures

FILED
98 MAR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 23, 1998

DIRECTOR
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32201


RE: CHRISTIAN EDUCATION FOUNDATION, INC.

AFFIDAVIT

The undersigned, GERALD L. MARCUM, the original incorporator and registered agent for CHRISTIAN EDUCATION FOUNDATION, INC., a for profit corporation, hereby acknowledges that said corporation was administratively dissolved or revoked effective September 26, 1997. (Document number: P96000027390)


The undersigned also affirms that he will not seek to have this corporation reactivated, and releases all claims to this name.

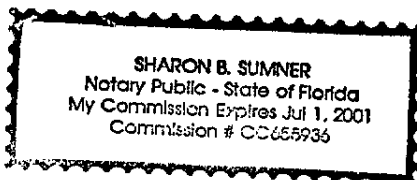
FURTHER THE AFFIANT SAYS NOT.


GERALD L. MARCUM

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing affidavit was acknowledged before me this 23rd day of March, 1998, by GERALD L. MARCUM, who is personally known to me or has produced _____ as identification, and who did take an oath.


NOTARY PUBLIC




PRINTED OR TYPED NAME OF NOTARY

ARTICLES OF INCORPORATION
OF
CHRISTIAN EDUCATION FOUNDATION, INC.

The undersigned hereby associate themselves to form a corporation not-for profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **CHRISTIAN EDUCATION FOUNDATION, INC.** located at **13315 Highway 301, Suite 203, Dade City, Florida 33525.**

ARTICLE II

PURPOSE

1. This not-for-profit corporation is organized for the following purposes:

The purpose of this foundation is to provide scholarship funds or grants to deserving Christian Education students attending qualified education facilities throughout the world. More specifically, it will involve providing Christian Businessmen with opportunities to directly support the ongoing education of a student or students as they progress through religious training. The Selection Committee will select students to support from a list compiled by the Foundation. The needy students will be recommended to the Foundation by the leaders of the various Christian Education facilities.

A secondary purpose of the Foundation is to supply Christian educational books or funding for the same to qualified Bible Education facilities throughout the World. This purpose is to help the facilities increase the size of their Libraries.

2. The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes, for which a corporation not-for-profit may be formed under the laws of the State of Florida, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code. These purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS AND LIMITATIONS OF POWERS

Section 1. **Powers.** The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. **Limitations of Powers.** Notwithstanding any of the powers of this

corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. 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 any candidate for public office.

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 (or corresponding section 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 corresponding section of any future federal tax code).

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the code and its Regulations as the same now exists or as they may be hereafter amended from time to time, i.e., (exempt purposes) charitable, educational, religious, or scientific; or 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.

ARTICLE IV

QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
GERALD L. MARCUM	36442 Laurel Lane, Dade City, Florida 33525
CLARENCE HICKS	1836 Prairie Dune Circle N, Lakeland, FL 33810
JERRY LAMAR ROBERTS	8421 Lucuya Way, Temple Terrace, FL 33637

ARTICLE VII

DIRECTORS

Section 1. The initial Board of Directors shall consist of three (3) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
GERALD L. MARCUM Executive Director	36442 Laurel Lane, Dade City, Florida 33525
CLARENCE HICKS Director	1836 Prairie Dune Circle N, Lakeland, FL 33810
JERRY LAMAR ROBERTS Director	8421 Lucuya Way, Temple Terrace, FL 33637

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII

OFFICERS

Section 1. The affairs of the Corporation are to be managed by a President, Vice-President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws;

Section 3. The names of the officers who are to serve until the first election under these Articles are:

<u>Office</u>	<u>Name</u>
President	GERALD L. MARCUM
Vice-President	CLARENCE HICKS
Secretary	DUANE ANDERSON
Treasurer	JERRY LAMAR ROBERTS

ARTICLE IX

BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE X

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XI

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at **13315 Highway 301, Suite 203, Dade City, Florida 33525**. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of this Corporation shall be **GERALD L. MARCUM**. The initial Registered Office shall be **13315 Highway 301, Suite 203, Dade City, Florida 33525**.

ARTICLE XII

DUES

The annual dues payable by members shall be such amount as may be determined by the Board of Directors from time to time.

ARTICLE XIII

MEETING OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. Twenty-five percent of members shall constitute a quorum for the holding of any meeting of members.

ARTICLE XIV

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 23rd day of MARCH, 1998, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

Gerald L. Marcum
GERALD L. MARCUM
Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

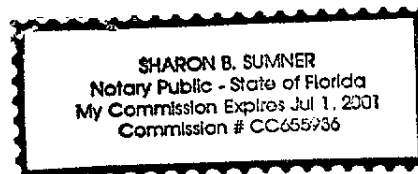
SWORN TO AND SUBSCRIBED before me by GERALD L. MARCUM this 23rd day of MARCH, 1998, who acknowledged before me that he executed the foregoing for the purposes therein expressed; and who:

☒ is personally known to me; or who
☐ produced _____ as identification.

Sharon B. Sumner
Notary Public

Sharon B. Sumner
Printed or Typed name of Notary

Notary Public My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, GERALD L. MARCUM, 13315 Highway 301, Suite 203, Dade City, Florida 33525, having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I further state that I am familiar with, and accept, all of the obligations of the position of registered agent.

Dated this 23rd day of MARCH, 1998.


GERALD L. MARCUM
Registered Agent

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98 MAR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA