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June 23, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Fort Caroline Baptist Preschool, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Fort Caroline Baptist Preschool, Inc., together with our firm's check for \$70.00 in payment of the filing fee and registered agent fee.

Please return a file-stamped copy to us after the Articles of Incorporation are filed. Enclosed is a return envelope for your use.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures

kh:243430

c: Jeanne E. Helton

FILED
98 JUN 24 PM 1:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-25-98
4PM

ARTICLES OF INCORPORATION
OF
FT. CAROLINE BAPTIST PRESCHOOL, INC.

FILED
98 JUN 24 PM 1:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Ft. Caroline Baptist Preschool, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 11428 McCormick Road, Jacksonville, Florida 32225.

ARTICLE III - PURPOSES

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex, religion or national origin;

(c) To establish, maintain and operate a Christian preschool for students, both boys and girls;

(d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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; and

(e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV - POWERS

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of this Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI - MEMBERS

The sole Member of this Corporation shall be Ft. Caroline Baptist Church of Jacksonville, Florida, Inc.

ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Richard E. Powell, 11428 McCormick Road, Jacksonville, Florida 32225.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is Jeanne E. Helton, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE X - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation or pursuant to a resolution approved by a majority of the Directors.

ARTICLE XI - BYLAWS

The Board of Directors shall provide the Bylaws for the conduct of its business as the Board of Directors may deem necessary from time to time. Such Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or special meeting that is called for that purpose.

The undersigned incorporator has executed these Articles of Incorporation this 16 day of June, 1998.

Jeanne Helton
Jeanne E. Helton, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

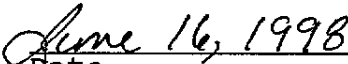
Pursuant to the provisions of section 617.0501, Florida Statutes, Ft. Caroline Baptist Preschool, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Ft. Caroline Baptist Preschool, Inc.
2. The name and address of the registered agent and office is Richard E. Powell, 11428 McCormick Road, Jacksonville, Florida 32225.

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.



Richard E. Powell



Date

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98 JUN 24 PM 1:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA