

N98000003763

TRANSMITTAL LETTER

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

000002530210--0
-05/20/98--01062--006
*****78.75 *****78.75

SUBJECT: WORLOVIEW INSTITUTE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DAVID EWALD
Name (Printed or typed)

1712 HIGH RIDGE RD.
Address

LAKE WORTH, FL 33461
City, State & Zip

561 582 8562
Daytime Telephone number

98 JUN 26 AM 9:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-11772

NOTE: Please provide the original and one copy of the articles.

mc 6/26/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

DAVID EWALD
1712 HIGH RIDGE ROAD
LAKE WORTH, FL 33461

SUBJECT: WORLDVIEW INSTITUTE, INC.
Ref. Number: W98000011772

We have received your document for WORLDVIEW INSTITUTE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

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: 498A00029009

ARTICLES OF INCORPORATION

FILED

98 JUN 26 AM 9:42

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

WORLVIEW INSTITUTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1712 HIGH RIDGE ROAD
LAKE WORTH, FL. 33461

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

TO PROVIDE CHURCH AND SCHOOL LEADERS
EDUCATIONAL AND RELIGIOUS MATERIALS & TRAINING.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

DIRECTORS ARE APPOINTED BY THE WORLVIEW
INSTITUTE BOARD MEMBERS.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

DAVID R. EWALD
1712 High Ridge Rd.
LAKE WORTH, FL 33461

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

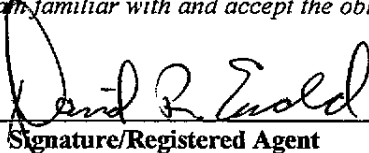
DAVID R. EWALD
1712 High Ridge Rd.
LAKE WORTH, FL 33461


Signature/Incorporator

5/17/98
Date

(An additional article must be added if an effective date is requested.)

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.


Signature/Registered Agent

5/17/98
Date

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 3.1 Definitions

The term "Board" means the Board of Directors of the Institute, which shall serve as the Governing Body of the Institute.

SECTION 3.2 Authority and Functions

Except as specifically provided in the Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or Bylaws required to be taken by some other party.

- a. The Board of Directors shall review staff and committee reports, and approve any implementation of recommendations concerning staff, policies or procedures. The Board of Directors shall insure that there is effective, regular review of the practices of the Institute to ensure compliance with state and federal law, and these Bylaws..
- b. The Board of Directors shall approve the establishment of staff positions.
- c. The Board of Directors shall review all policy and procedure manuals, ancillary and/or contracted services, quality assessment and improvement, and all other programs at least annually to insure they comply with applicable state and federal regulations, accreditation standards and are consistent with the mission, goals and objectives of the Institute.
- d. The Board of Directors shall annually review, revise and approve all financial management systems and controls annually to insure that proper fiscal controls are adequately protecting the Corporation's assets.
- i. The Board of Directors shall insure that no person shall be denied services on the basis of race, color, creed, gender, or national origin.
- j. The Board of Directors shall appoint officers, committee chairpersons and shall be responsible for selecting, reviewing and dismissing the Executive Director of the Corporation. In addition, the Board of Directors shall approve job descriptions for each employed or contracted position. The Board of Directors shall encourage employees to participate in continuing education programs for their professional growth.

SECTION 3.3 Number, Selection, Term, Qualification, Resignation and Removal

- a. The number of Directors, which shall constitute the Board of Directors, shall not be less than five (5), nor more than twelve (12).
- b. Selection of Directors for each ensuing year shall be determined at the annual meeting of the Board; provided, however, that a motion is not made and carried to increase or decrease the number of Directors, the Board shall consist of the same number of Directors as were elected for the preceding year.
- c. Each Director shall, except as otherwise provided, hold office for a period of two (2) years. Each Director shall hold office for the term to which he or she is appointed and until a successor is appointed or until such Director is disqualified, resigns or is removed. Directors may serve for consecutive terms.
- d. Notwithstanding any other provision of these Bylaws, not more than forty-nine (49%) percent of the persons serving on the Board of Directors may be "Interested Persons." For purposes of this Section "Interested Persons" means either:
 - (i) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part time employee, independent contractors or otherwise, excluding any reasonable compensation paid to a Director as Officer; or
 - (ii) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of any such person.
- e. Notwithstanding any other provision of the Bylaws, each Director shall give evidence of a personal relationship with the Lord Jesus Christ, annually sign the Corporation's doctrinal statement and be active in a conservative evangelical church.
- f. A Director may resign by giving written notice to the Secretary of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.
- g. Any Director may be removed at any time, with or without cause, by a vote of a majority of the Board of Directors of the Corporation.
- h. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. Any Director so appointed shall serve for the remainder of the unexpired term and until his or her successor is appointed and qualified.

SECTION 3.4 Action and Voting

- a. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.
- b. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

SECTION 3.5 Compensation of Directors

Directors, as such, with the exception of Officers, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

SECTION 3.6 Meetings

- a. The Board of Directors may set the time and place of regular meetings of the Board. The Board of Directors shall meet at least once per year.
- b. The date of the annual meeting of the Board of Directors of the Corporation shall be set by the Board of Directors.
- c. Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the Executive Director, President or two (2) of the Directors.
- d. Meetings of the Board of Directors may be held at any place or places.
- e. A majority of the Directors shall constitute a quorum. Meetings of the Board of Directors where a quorum is not present may be adjourned to another time and place. Business may be conducted when a quorum is not present provided such business is approved by a majority of the Directors. By oral or written permission of a majority of the Board of Directors, a meeting may be conducted by means of conference telephone or similar electronic communication equipment. Participation in such an electronic meeting constitutes presence in person at the meeting.

SECTION 3.7 Notice of Meetings

Written notice of meetings shall be given to Directors at least ten (10) days in advance but not more than sixty (60) days prior to an annual meeting of the Board of Directors. No notice is required for a regularly scheduled meeting of the Board of Directors. Special meetings shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, fax, mail or email to each Director not less than twenty-four (24) hours prior to the meeting. Notwithstanding the foregoing, no notice need be given to any Director who submits a