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LAW OFFICES OF
BAKER and SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.

*BOARD CERTIFIED CIVIL TRIAL

*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE

850-526-4465

850-526-3633

GLEND A. SWEARINGEN, P.A.

*CERTIFIED FAMILY LAW MEDIATOR

*CERTIFIED COUNTY COURT MEDIATOR

TELECOPIER

850-526-2714

E-Mail: gfs@phonel.com

August 6, 1998

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

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RE: Dayspring Christian Academy Foundation, Inc.

Dear Sir:

Please find enclosed the Original and one copy of the Articles of Incorporation for Dayspring Christian Academy, Inc., a not-for-profit corporation; the registered agent's acceptance of her designation as registered agent and a check in the amount of \$122.50. The check covers the following costs:

Filing Fee	\$35.00
Certified Copy of Articles	52.50
Registered Agent's Fee	35.00

When the original Articles of Incorporation has been properly filed in your office, please return to me a certified copy of the Articles.

Thank you for your assistance in this regard. If you should have any questions or comments regarding the Articles of Incorporation, please contact me.

Sincerely yours,


Glenda F. Swearingen

GFS/mjm

Enclosures: As Stated

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**ARTICLES OF INCORPORATION
OF
DAYSPRING CHRISTIAN ACADEMY FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be **DAYSPRING CHRISTIAN ACADEMY FOUNDATION, INC.**

**ARTICLE II
PURPOSE**

The purposes for which this Foundation is formed are:

1. To foster interest in Dayspring Christian Academy; to provide leadership in the promotion of its scientific and educational services; to promote its welfare; to assist it in fulfilling its objectives; to implement the total program of activities of the Academy in appropriate ways; and, to otherwise assist, aid, and advance the activities and services of Dayspring Christian Academy as it serves the students of the Academy.

2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.

3. To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, educational and charitable purpose, all for the advancement of Dayspring Christian Academy; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary; and to secure payment thereof by mortgage or deed of trust or to lend money upon or without security.

4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.

5. To make gifts in the form of scholarships to aid students and to make gifts and grants to Dayspring Christian Academy and any of its staff, instructors or departments for the purpose outlined herein.

6. To carry on or engage in any activity of any nature whatsoever source obtained, either the principal or income there from, either immediately or in the future, for the furtherance of the Foundation's purposes.

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7. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Academy shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

8. Notwithstanding any other provisions of the Articles, this Foundation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States International Revenue Law.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all those persons, firms, organizations, or corporations interested in the purposes and objectives of the Foundation and the advancement of the Academy.

Any member of the Board of Directors may propose membership for any prospective member who expresses an interest in the purpose and objectives of the Academy and the advancement of the Academy. The affirmative vote of a majority of quorum present at any regular or special meeting of the Board of Directors shall be sufficient to admit such member.

ARTICLE IV TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE V DIRECTORS, EXECUTIVE COMMITTEE AND OFFICERS

Section 1. Board of Directors.

The affairs of the Foundation and all its property shall be managed by a Board of Directors who shall number not less than twelve(12) and not more twenty (20) as may be fixed from time to time in the By-Laws.

The Board shall be constituted as follow:

(a) one seat shall be occupied by the president of Dayspring Christian Academy Board of Directors.

(b) one seat shall be occupied by the administrator of Dayspring Christian Academy.

(c) The remaining seats shall be occupied by persons who have genuine interest in the Academy. Terms of these members shall be for three (3) years and the terms shall not exceed three (3) years without re-election by majority vote of the Board of Directors. The terms shall be staggered so that approximately one-third of such terms shall expire each year. Vacancies occurring during a term shall be filled for the unexpired portions thereof by the manner herein provided.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Foundation is 4431 Lafayette Street, Marianna, Florida, and the name of its initial Registered Agent at that address is Glenda F. Swearingen, Attorney at Law. The initial mailing address of the Foundation is 4431 Lafayette Street, Marianna, FL 32446. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Foundation as it deems fit, from time to time.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The management of the Foundation shall be vested in a Board of Directors. The numbers of Directors constituting the initial Board of Directors is twelve (12). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than twelve (12). The Bylaws shall provide for the selection and election of Directors and may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Foundation is as follows:

Brian Blanchard	4732 Sheffield Drive Marianna, Florida 32446
Earl Carroll	3044 Camp Road Marianna, Florida 32446
Pat Furr	5310 Blue Springs Road Marianna, Florida 32446
Leon Foster	5052 Blue Springs Road Marianna, Florida 32446
Cindy Smith	3276 Fillmore Drive Marianna, Florida 32448

Glenda F. Swearingen	4431 Lafayette Street Marianna, Florida 32446
Daniel Bontrager	1818 Highway 71 North Marianna, Florida 32448
James Clemmons	Route 7, Box 462 Chipley, Florida 32428
Randy English	5101 Deer Haven Court Marianna, Florida 32446
David Melvin	4646 The Oaks Drive Marianna, Florida 32446
Will Wester	P. O. Box 375 Grand Ridge, Florida 32442
David Coley	5130 Presidents Circle Marianna, Florida 32446

ARTICLE VIII ***OFFICERS***

The Officers of the Foundation shall consists of a President, Vice-President, Secretary and Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

The name and address of each initial Officer of the Foundation are as follows:

Leon Foster	President	5052 Blue Springs Road Marianna, Florida 32446
Cindy Smith	Vice-President	2376 Fillmore Drive Marianna, Florida 32448
Pat Furr	Secretary	5410 Blue Springs Road Marianna, Florida 32446
Brian Blanchard	Treasurer	4732 Sheffield Drive Marianna, Florida

***ARTICLE IX
INCORPORATORS***

The name and address of each Incorporator are as follows:

Brian Blanchard	4732 Sheffield Drive Marianna, Florida 32446
Earl Carroll	3044 Camp Road Marianna, Florida 32446
Pat Furr	5310 Blue Springs Road Marianna, Florida 32446
Leon Foster	5052 Blue Springs Road Marianna, Florida 32446
Cindy Smith	3276 Fillmore Drive Marianna, Florida 32448

***ARTICLE X
AMENDMENT***

The Foundation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Foundation pursuant to law.

***ARTICLE XI
TURNOVER OF ASSETS UPON DISSOLUTION***

In the event of dissolution, the residual assets of the Foundation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

**ARTICLE XII
INDEMNIFICATION**

The Foundation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XIII
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Directors.

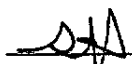
**ARTICLE XIV
COMMENCEMENT OF CORPORATE EXISTENCE**

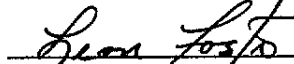
In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of filing by the Secretary of State of Florida, of these Articles of Incorporation.


**ARTICLE XV
NONSTOCK BASIS**

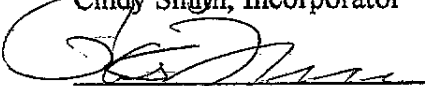
This Foundation is organized on a nonstock basis. This Foundation shall **not** issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this July 7, 1998.


Glenda F. Swearingen, Resident Agent


Leon Foster, Incorporator


Cindy Smith, Incorporator


Pat Furr, Incorporator

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Brian Blanchard
Brian Blanchard, Incorporator

Earl Carroll
Earl Carroll, Incorporator

STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this
August 16, 1998, by Glenda F. Swearingen as Resident Agent, who is personally
known to me or who has produced _____ as identification and did take oath.

NOTARY PUBLIC

Sheryl Middleton
Printed Name:
State of Florida at Large
Commission Number:
My Commission Expires:



"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593

STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this
July 7, 1998, by Leon Foster as Incorporator, who is personally
known to me or who has produced _____ as identification and did take
oath.

NOTARY PUBLIC

G. F. Swearingen
Printed Name:
State of Florida at Large
Commission Number:
My Commission Expires:



G. F. SWEARINGEN
COMMISSION # CC 649265
EXPIRES JUL 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this July 15, 1998, by Pat Furr as Incorporator, who is personally known to me or who has produced FL DL# F610-693-50-891-0 as identification and did take oath.

NOTARY PUBLIC

Mary Jo Morton

Printed Name:

State of Florida at Large

Commission Number:

My Commission Expires:



MARY JO MORTON
Notary Public, State of Florida
My comm. expires Nov. 16, 2001
Comm. No. CC 696312

STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this July 9, 1998, by Brian Blanchard as Incorporator, who is personally known to me or who has produced FL DL# B452-061-59-05 as identification and did take oath.

NOTARY PUBLIC

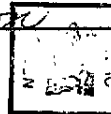
Mary Jo Morton

Printed Name:

State of Florida at Large

Commission Number:

My Commission Expires:

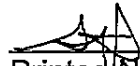


MARY JO MORTON
State of Florida
Nov. 16, 2001
CC 696312

STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this July 7, 1998, by Cindy Smith as Incorporator, who is personally known to me or who has produced _____ as identification and did take oath.

NOTARY PUBLIC

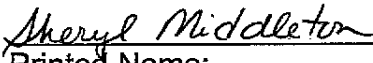

Printed Name:
State of Florida at Large
Commission Number:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this August 6, 1998, by Earl Carroll as Incorporator, who is personally known to me or who has produced Fl. Dr. Lic. # C646-745-33-366 as identification and did take oath.

NOTARY PUBLIC


Printed Name:
State of Florida at Large
Commission Number
My Commission Expires:



"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593