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(City/State/Zip/Phone #)

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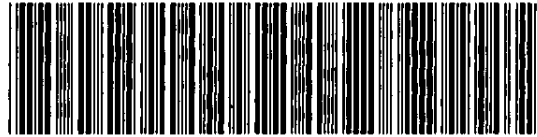
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

OCT 30 2009

EXAMINER

EFFECTIVE DATE 12/31/09

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** A Beka Services, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Eric A. French, Esq.

Contact Person

Schiff Hardin, LLP

Firm/Company

1201 W Peachtree St, NE, Suite 2300

Address

Atlanta, GA 30309

City, State and Zip Code

efrench@schiffhardin.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eric A. French

Name of Contact Person

at ( 404 )

437-7022

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees and Certificate of Status    ☐ \$113.75 Filing Fees and Certified Copy    ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

A Beka Services, LTD  
Enter Name of Other Business Entity

A98000002339

2. The "Other Business Entity" is a limited partnership  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of the State of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 29, 1998  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country of the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

A Beka Services, Inc.  
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: December 31, 2009.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

EFFECTIVE DATE 12/31/09

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Signed this 27th day of October, 2009

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, ~~Officer~~, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: Dr. Arlin Horton Title: President

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: [Signature]  
Printed Name: Arlin Horton Title: President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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**ARTICLES OF INCORPORATION  
OF  
A BEKA SERVICES, INC.**

**Article I:** The name of the corporation is A Beka Services, Inc.

**Article II:** The principal place of business of the corporation is 250 Brent Lane, Pensacola, Florida 32523. The mailing address of the corporation is P.O. Box 18000, Pensacola, Florida 32523.

**Article III:** The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607 of the Florida Statutes including, but not limited to the following:

To conduct any and all activities that will contribute to the general education and religious training of students, and in furtherance of the spread of Christianity. The organization shall endeavor to instruct students in the essentials of culture, giving special emphasis to the Christian view of life and the standard of ethics as set forth in the Holy Scriptures, and affirming basic truths of evangelical Christianity including the following basic truths:

The Bible is the inspired Word of God and the Christian's final authority from God (II Timothy 3:16). The birth of Jesus Christ is evidence of His Deity, in that He was Virgin born and was God in the flesh. (Matthew 1:20, I Timothy 3:16). The Blood of Christ, shed on Calvary, is the only Atonement for man's sin. (I Peter 1:18-19, I John 1:9). The burial and bodily Resurrection of the Lord Jesus from tomb. His ascension into Heaven. (I Corinthians 15:1-4). The Body of Christ, called also The Church, is composed of all born-again believers who have by faith accepted Christ as Lord. (Ephesians 5). The Blessed hope of the personal return of the Lord Jesus back to earth again. (Titus 2:13). The believers call to a life of consecration as giving evidence to the world that Jesus saves, keeps and satisfies. (Romans 12:1).

In accordance with the teachings of the Word of God, this organization is committed to the following:

- (1) The instruction and education of students on the campus or campuses, in Christian schools and home schools located elsewhere, and through educational textbooks and materials distributed should always conform to the Word of God.
- (2) To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purposes.

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**Article IV:** The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock having \$1.00 (One Dollar) par value per share.

**Article V:** [INTENTIONALLY OMITTED]

**Article VI:** The initial Registered Agent of the corporation is Dr. Arlin Horton. The address of the initial Registered Agent is 250 Brent Lane, Pensacola, Florida 32523.

**Article VII:** The name and mailing address of the incorporator are Dr. Arlin Horton, 250 Brent Lane, Pensacola, Florida 32523.

**Article VIII:** In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized:

- (1) To adopt, amend or repeal the by-laws of the corporation; and
- (2) To provide for the indemnification of directors, officers, management, employees and agents of the corporation, and of persons who serve other enterprises in such or similar capacities at the request of the corporation, to the full extent permitted by the Florida Business Corporation Act or any other applicable laws, as may from time to time be in effect.


**Article IX:** A director of the corporation shall not be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless: (a) the director breached or failed to perform his or her duties as a director; and (b) the director's breach of, or failure to perform, those duties constitutes: (i) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; (iv) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

**Article X:** Action may be taken by the shareholders of the corporation, without a meeting, by written consent as and to the extent provided at the time by the Florida Business Corporation Act.

**Article XI:** The corporation reserves the right to amend its articles of incorporation, and thereby to change or repeal any provision therein contained, from time to time, in the manner prescribed at the time by statute, and all rights conferred upon stockholders by such articles of incorporation are granted subject to this reservation.

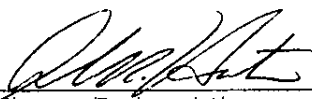
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The undersigned, being the incorporator herein, has executed these Articles of Incorporation this 27<sup>th</sup> day of October, 2009, thereby acknowledging under penalties of perjury that the foregoing is the act and deed of the undersigned and that the facts stated therein are true.

  
\_\_\_\_\_  
Incorporator

AT\8174870.1

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

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