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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 MAY 31 P 2 12

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JUN 01 2013

T. LEMREUX

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Joseph's House, Inc.

DOCUMENT NUMBER: P15000047996

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric French, Esquire

FisherBroyles, LLP

931 Monroe Drive, STE A102-351

Atlanta, Georgia 30308

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

For further information concerning this matter, please call:

Eric French at (678) 401-8147
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
JOSEPH'S HOUSE, INC.
(A FOR-PROFIT CORPORATION)**

**MAY 31 P 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I.

The new name of the Corporation is Joseph's House School, Inc. (the "Corporation").

ARTICLE II.

The Corporation is organized pursuant to the provisions of the Florida for-profit Corporation Act.

ARTICLE III.

The Corporation shall have perpetual existence.

ARTICLE IV.

The registered office of the Corporation is located at 12819 Butler Bay Court, Windermere, Florida 34786. The registered agent of the Corporation at such office is Luis F. Orihuela.

ARTICLE V.

The principal place of business and mailing address of the Corporation is 12819 Butler Bay Court, Windermere, Florida 34786.

ARTICLE VI.

The name and address of the Incorporator of the Corporation is Carri Brown, 23586 Calabasas Road, Suite 102, Calabasas, California 91302.

ARTICLE VII.

The number of shares the corporation is authorized to issues is One-Thousand (1,000 shares).

ARTICLE VIII.

The purposes for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Act 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, but such activities shall not consist of those prohibited by Article VII below. The Corporation 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 biblical Christianity including, and in furtherance of the following basic truths:

We believe that the Bible is the verbally inspired and infallible, authoritative Word of God and that God gave the words of Scripture by inspiration without error in the original autographs. God promises that He will preserve His Word; Jesus said, "My words shall not pass away" (Matt. 24:35). We believe that God has kept that promise by preserving His infallible Word in the traditional Hebrew and Greek manuscripts, and that the Authorized Version (KJV) is an accurate English translation of the preserved Word of God.

We believe that there is one triune God, eternally existent in the persons of Father, Son (Jesus Christ), and Holy Spirit; these three are one in essence, but distinct in person and function.

We believe that Jesus Christ, the Second Person of the Trinity, became for mankind the physical manifestation of the Godhead. The earthly genealogy of Jesus may be traced through Joseph's line to Abraham (Matt. 1:1–16) and through Mary's line to Adam (Luke 3:23–38). We believe in His virgin birth, sinless life, miracles, vicarious and atoning death through His shed blood, and His bodily resurrection.

We believe in the burial, bodily Resurrection of Jesus Christ from the tomb, and His ascension into Heaven (1 Cor. 15:1–4).

We affirm that the Holy Spirit is the Third Person of the Trinity, the Agent of conviction, regeneration, indwelling, baptism, sanctification, and illumination of all who are born into God's family through Jesus Christ. We believe in the restoration of all things, as expressed in Acts of the Apostles, 3: 19-21 This includes all the manifestations and gifts of the Holy Spirit, the founding ministries and the visible manifestation of the Kingdom of God.

We believe that God created the heavens and the earth in six literal days, and that God created all life (Gen. 1). We reject the man-made theory of evolution occurring over millions of years and believe that the earth is approximately 6,000 years old. We believe that God created man in His own image, but man chose to sin. Hence, all persons inherit a depraved nature and are lost sinners in need of salvation.

We believe that God created man and woman in His image and instituted marriage between one biological man and one biological woman (Gen. 2:18-24). Marriage is a sacred, exclusive union between a man and woman and serves as a picture of Christ's relationship with the church (Matt. 19:3–12, Eph. 5:22–33). We believe that God has

commanded that sexual activity be exclusively reserved to a man and a woman who are legally married to each other; and that Scripture forbids any form of sexual immorality including adultery, fornication, homosexuality, bestiality, incest, and use of pornography (Matt. 5:27–28, 15:18–20; 1 Cor. 6:9, 18, 7:1–5; Heb. 13:4).

We believe that Christ's blood, shed on Calvary, is the only Atonement for man's sin (1 Pet. 1:18–19, 1 John 1:9, John 14:6). We believe that salvation is a free gift of God for "whosoever will"; it is by grace, through faith, plus nothing, and believers are eternally secure. Salvation is received only by personal faith in the Lord Jesus Christ and His finished work. "Whosoever will" may come to Christ; God does not pre-elect persons to heaven or hell.

We believe in the spiritual unity of the body of Christ, called the Church. It is composed of all born-again believers who have by faith accepted Jesus Christ as Savior (Eph. 2:8–22, 3:1–21, 4:4–16, 5:23–32). God has ordained the local church for the perpetuation of His truth and work in the world. The two ordinances of the local church are baptism by immersion and a regular observance of the Lord's Supper by believers.

We believe the Scripture regarding Satan, who rebelled against God and was cast out of heaven with a host of angels who followed him (Isa. 14:13–14). He introduced sin to Adam and Eve in the garden of Eden (Gen. 3:1–13). He continues to turn people from truth and against God (1 Pet. 5:8). Eternal hell was created for Satan, his demons, and people who do not believe in the Lord Jesus Christ for salvation (Rev. 20:15, Matt. 25:41, John 3:16).

We believe that the believer is called to a life of consecration which requires increasing in the knowledge of Christ and growing in grace (Col. 1:10, 2 Pet. 3:18, John 15:4–5).

We believe that the will of God for all believers is to give evidence of sanctification to the world through being honorable in all relations with others (Rom. 12:1–2, 1 Thess. 4:3, James 1:27).

These Articles of Faith do not exhaust the extent of beliefs or practices of this Corporation. The Bible, as the inspired and infallible Word of God, is the final authority of all that we believe concerning truth, morality, and the proper conduct of mankind. For the purposes of the school's doctrine, practice, policy, and discipline, the Board of Directors is ultimately responsible for interpreting the meaning and application of Scripture.

In accordance with the teaching of the Word of God, this Corporation is committed to the following:

The instruction and education of students through home schools located nationally and internationally, and through the distribution of educational materials that conform to the Word of God.

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 purpose.

ARTICLE IX.

The affairs of the Corporation shall be managed by a Board of Directors, which shall be the Board of Directors of the Corporation pursuant to Section 617, F.S. *et. seq.*, of the Florida for-profit Corporation Act. The method of electing members of the Board of Directors and the number of such members shall be determined pursuant to the Florida for-profit Corporation Act and the Bylaws of the Corporation.

ARTICLE X.

The Corporation shall indemnify to the fullest extent permitted by the Florida for-profit Corporation Act and, to the extent that applicable law from time to time in effect shall permit indemnification that is broader than provided in these Articles, to the maximum extent authorized by law, any individual made a party to a Proceeding (as defined in the Florida for-profit Corporation Act), because he or she is or was a member of the Board of Directors or officer against Liability (as defined in the Florida for-profit Corporation Act) and Expenses (as defined in the Florida for-profit Corporation Act), incurred in the Proceeding, if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal Proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

IN WITNESS WHEREOF, the undersigned has executed these amended Articles of Incorporation as of this 7th day of May, 2018.

(SIGNATURES ARE ON NEXT PAGE)

SHAREHOLDERS:



Luis F. Ortuella

Marcel B. Ortuella

Being all the Shareholders of
Joseph's House, Inc.

(JOSEPH's HOUSE EXECUTION PAGE for AMENDED & RESTATED ARTICLES OF INCORPORATION)

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
JOSEPH'S HOUSE, INC.**

May 7, 2018

The undersigned, being all of the shareholders ("hereinafter Shareholders") of JOSEPH'S HOUSE, INC. a Florida for-profit corporation (the "Corporation"), pursuant to Section 617.0821 of the Florida for-Profit Corporation Act and the Bylaws of the Corporation (the "Bylaws"), do hereby (i) consent to and take the actions set forth in the resolutions below which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Shareholders duly called and held, (ii) waive all requirements of notice, and (iii) direct that this unanimous written consent ("Consent") be filed with the minutes or actions of the proceedings of the Corporation.

This Consent may be executed in counterparts, each of which when fully executed shall be an original, and all of said counterparts taken together shall be deemed to constitute one and the same Consent.

I. ADOPTION OF Amend & Restated Articles of Incorporations & Bylaws

WHEREAS, the Shareholders are considering amending the name for the Corporation to "*Joseph's House School, Inc.*";

FURTHER WHEREAS, the Shareholders are considering amending the Articles of Incorporation;

FURTHER WHEREAS, the Shareholders have discussed the adoption of bylaws for the Corporation;

FURTHER WHEREAS, draft copies of the Articles of the Incorporation, and bylaws were given to the Shareholders; and

FURTHER WHEREAS, the Shareholders approve the following individuals as officers of the Corporation:

President: Luis F. Orihuela
Vice President: Marisol B. Orihuela
Treasurer: Diana Marcela Clavijo Martinez
Secretary: Guadalupe Suro Horn

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders approve, the name change to "*Joseph's House School, Inc.*", the attached copy of the Amended & Restated Articles of Incorporation, the attached copy of the bylaws, the list of officers, and approves any and all other corporate documents necessary for these actions.

GENERAL

RESOLVED, that any acts of any Authorized Officer and of any other person or persons designated and authorized to act by any Authorized Officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolution, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and be it

FURTHER RESOLVED, that any Authorized Officer acting alone be, and hereby is, authorized, empowered and directed to do and perform such other acts and to negotiate, make changes to, execute and deliver such other agreements, certificates, instruments, forms and any additional documents as may be deemed necessary or desirable to consummate the transactions contemplated by each of the foregoing resolutions, with such changes to the terms and provisions thereof as such Authorized Officer shall, in such Authorized Officer's sole discretion, deem necessary or desirable and in the best interest of the Company, the taking of any such action, for and on behalf and in the name of the Company, to be conclusive evidence of the authority conferred hereby.

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first written above.

SHAREHOLDERS:



Luis F. Orihuela



Marisol B. Orihuela

Being all the Shareholders of
Joseph's House, Inc.

{JOSEPH'S HOUSE EXECUTION PAGE for AMENDMENT/ADOPTION OF CORPORATE DOCUMENTS}