

P96000062489

(Requestor's Name)

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☐ PICK-UP

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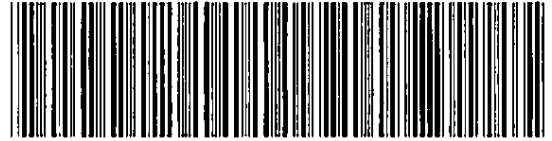
(Business Entity Name)

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Amended & Restated
Articles

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2024 OCT -7 AM 9:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2024 OCT -7 AM 11:36
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TALLAHASSEE, FLORIDA

A. RAMSEY
OCT 16. 2024

*02250, 00524 00671

*02250, 00563 00613
00611, 00671



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x61563

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext: x61563
Date: 10/07/24
Order #: 1639491-1
Re: EDUCATIONAL VENTURES, INC.
Processing Method: Routine

A handwritten signature in black ink, appearing to read "Shauna Godbolt", is written over the "Re: EDUCATIONAL VENTURES, INC." line of the header.

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.0 - FL State Account Number:
I20000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: EDUCATIONAL VENTURES, INC.
Ref. Number: P96000062489

RESUBMIT
Please give original
submission date as file date.

We have received your document for EDUCATIONAL VENTURES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please include the date of adoption by the shareholders.

The document must contain written acceptance by the ^{new} registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 245-6050.

Annette Ramsey
OPS

Letter Number: 224A00022231

RECEIVED
2024 OCT 10 PM 3:36
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: EDUCATIONAL VENTURES, INC.
Ref. Number: P96000062489

RESUBMIT

Please give original
submission date as file date.

We have received your document for EDUCATIONAL VENTURES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please put the title registered agent under Johnny Raines signature on page 9 of the amendment form.

Please return 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) 245-6050.

Annette Ramsey
OPS

Letter Number: 324A00022550

RECEIVED
2024 OCT 15 PM 3:17
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TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED

2024 OCT -7 AM 9: 34

CLERK OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
EDUCATIONAL VENTURES, INC.
(A FOR-PROFIT CORPORATION)**

Duly Adopted and Second Amended and Restated Articles of Incorporation for Educational Ventures, Inc. that supersede the original Articles of Incorporation, the Amended and Restated Articles of Incorporation, and all amendments to both, which Second Amended and Restated Articles of Incorporation were duly adopted by the sole shareholder of the Corporation (defined below)

this 1st day of October 2024.

**ARTICLE I.
NAME**

The name of the Corporation is EDUCATIONAL VENTURES, INC. (the "Corporation").

**ARTICLE II.
FOR-PROFIT**

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

**ARTICLE III.
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV.
REGISTERED AGENT & OFFICE**

The registered office of the Corporation is located at 240 Waveland Street, Suite B, Pensacola, Florida 32503. The registered agent of the Corporation at such office is Jonathan Raines. The principal place of business and mailing address of the Corporation is 240 Waveland Street, Suite B, Pensacola, Florida 32503.

**ARTICLE V.
CAPITAL STOCK**

The number of shares the Corporation is authorized to issue is Twenty Million (20,000,000 shares) of common stock, each with a par value of \$1.00. The Corporation has two classes of stock, referred to as Class A Common Stock and Class B Common Stock. There are Two Million (2,000,000) shares of authorized Class A Common Stock, \$1.00 par value per share ("Class A Stock"), and Two Million (2,000,000) shares of authorized Class B Common Stock, \$1.00 par value per share ("Class B Stock"), all of which are hereby designated as "Common Stock". The remainder of the authorized shares have been returned to treasury and remain undesignated but available for designation and issuance.

(a) **Statement of Stock Characteristics.** The following is a statement of any designations and any powers, preferences and special rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

(i) CLASS A STOCK

(A) General. Except as set forth herein, the voting, dividend and liquidation rights of the holders of Class A Common Stock are equal to those of the holders of all classes of Common Stock set forth herein.

(B) Voting. Except as otherwise provided herein or by applicable law, the holders of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the applicable record date for each meeting of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

(C) Dividends.

(1) Preferential Dividend. The Corporation shall not declare, pay or set aside any dividends on shares of stock of any class of stock unless and until the holders of the Class A Stock then outstanding shall first receive a distribution on each outstanding share of Class A Stock in an amount sufficient to grant the then holders of record of Class A Stock a total of Two Hundred and Five Million and no/100 Dollars (\$205,000,000.00) (the "Class A Preferential Distribution").

(2) All Other Dividends. After payment of the Class A Preferential Distribution and the Class B Preferential Distribution, dividends may be paid on Class A stock, Class B Stock or both Class A Stock and Class B Stock, when, as and if, declared by the Board of Directors in such amounts and in such proportions as are determined by the Board in its sole and absolute discretion.

(D) Liquidating Distributions.

(1) Class A Liquidation Amount. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the Available Proceeds, shall first be distributed among the holders of shares of Class A Stock, pro rata based on the number of shares of Class A Stock held by each such holder, until the holders of Class A Stock shall have received distributions from the Corporation, an amount which, when combined with any distributions previously made to such holders of Class A Stock pursuant to this Certificate, equals the Class A Preferential Distribution (the "Class A Liquidation Amount").

(2) Remaining Distribution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and after payment in full of the Class A Liquidation Amount and Class B Liquidation Amount, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the Available Proceeds remaining after payment of the Class A Liquidation Amount and Class B Liquidation Amount, shall be distributed among the holders of shares of all classes or series of stock of the Corporation, pro rata based on the number of shares of such stock held by each such holder.

(ii) **CLASS B STOCK**

(A) General. Except as set forth herein, the voting, dividend and liquidation rights of the holders of Class B Common Stock are equal to those of the holders of all classes of Common Stock set forth herein.

(B) Voting. Except as otherwise provided herein or by applicable law, the holders of Class B Common Stock shall **not** be entitled to vote on any matter at any meeting of stockholders (or written actions in lieu of meetings).

(C) Dividends.

(1) Preferential Dividend. After payment of Class A Preferential Distribution, the Corporation shall not declare, pay or set aside any dividends on any class of stock of the Corporation unless and until the holders of the Class B Stock then outstanding shall receive a dividend on each outstanding share of Class B Stock in an amount sufficient to grant the then holders of record of Class B Stock a total Two Hundred and Five Million and no/100 Dollars (\$205,000,000) (the "**Class B Preferential Distribution**").

(2) All Other Dividends. After payment of the Class A Preferential Distribution and the Class B Preferential Distribution, dividends may be paid on Class A stock, Class B Stock or both Class A Stock and Class B Stock, when, as and if, declared by the Board of Directors in such amounts and in such proportions as are determined by the Board in its sole and absolute discretion.

(D) Liquidating Distributions.

(1) Class B Liquidation Amount. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and after payment in full of the Class A Liquidation Amount, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the Available Proceeds remaining after payment of the Class A Liquidation Amount, shall next be distributed among the holders of shares of Class B Stock, pro

rata based on the number of shares of Class B Stock held by each such holder, until the holders of Class B Stock shall have received distributions from the Corporation, an amount which, when combined with any distributions previously made to such holders of Class B Stock pursuant to this Certificate, equals the Class B Preferential Distribution (the "Class B Liquidation Amount").

(2) Remaining Distribution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and after payment in full of the Class A Liquidation Amount and Class B Liquidation Amount, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the Available Proceeds remaining after payment of the Class A Liquidation Amount and Class B Liquidation Amount, shall be distributed among the holders of shares of all classes or series of stock of the Corporation, pro rata based on the number of shares of such stock held by each such holder.

(iii) DEEMED LIQUIDATION EVENTS.

(A) Definitions. Each of the following events shall be considered a "Deemed Liquidation Event."

(1) a merger, consolidation, statutory conversion, transfer, domestication, or continuance in which

(a) the Corporation is a constituent party or

(b) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger, consolidation, statutory conversion, transfer, domestication, or continuance,

except any such merger, consolidation, statutory conversion, transfer, domestication, or continuance involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger, consolidation, statutory conversion, transfer, domestication, or continuance continue to represent, or are converted into or exchanged for shares of capital stock or other equity interests that represent, immediately following such merger, consolidation, statutory conversion, transfer, domestication, or continuance, a majority, by voting power, of the capital stock or other equity interests of (1) the surviving or resulting corporation or entity; or (2) if the surviving or resulting corporation or entity is a wholly owned subsidiary of another corporation or entity immediately following such merger, consolidation, statutory conversion, transfer, domestication, or continuance, the parent corporation or entity of such surviving or resulting corporation or entity;

or

(2) (a) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, or (b) the sale, lease, transfer, exclusive license or other disposition (whether by merger, consolidation, statutory conversion, domestication, continuance or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

(B) "Available Proceeds" equals the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, any other expenses reasonably related to such Deemed Liquidation Event or any other expenses incident to the dissolution of the Corporation as provided herein, in each case as determined in good faith by the Board of Directors), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Florida law governing distributions to stockholders.

(iv) **DATE OF DISTRIBUTION OF LIQUIDATION PROCEEDS.** By the sixtieth (60th) day after such Deemed Liquidation Event (the "**DLE Redemption Date**"), the Corporation shall redeem all outstanding shares of Common Stock on a *pari passu*, pro rata basis at a price per share equal to Available Proceeds divided by all shares of capital stock outstanding, determined as if all options then remaining have been exercised and all securities convertible into stock have been converted; provided, however, that if the definitive agreements governing such Deemed Liquidation Event contain contingent indemnification obligations on the part of the Corporation and prohibit the Corporation from distributing all or a portion of the Available Proceeds while such indemnification obligations remain outstanding, then the DLE Redemption Date shall automatically be extended to the date that is ten business days following the date on which such prohibition expires.

ARTICLE VI. PURPOSE

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 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 biblical Christianity including the following:

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 (2 Tim. 3:16–17, 2 Peter 1:21). 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 (Matt. 28:19, 1 John 5:7–8).

We believe that Jesus Christ, the Second Person of the Trinity, became for mankind the physical manifestation of the Godhead (John 1:14, 14:9; Col. 1:19). 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, His burial, His bodily resurrection from the tomb, and His ascension into Heaven. (Mark 16:6, 19; 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 (John 3:5–6, Eph. 1:13–14). We are opposed to the charismatic movement and its sign manifestations, such as speaking in tongues.

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 (Gen. 5, 11). 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 (Romans 3:10, 23).

We believe that God created man and woman in His image and instituted marriage between one who is genetically male and one who is genetically female (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. 6:9–11 & 18, 7:1–5; Heb. 13:4).

We believe that Christ’s blood, shed on Calvary, is the only Atonement for man’s sin (John 14:6, 1 Pet. 1:18–19, 1 John 1:9). 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 (John 10:27–28, Eph. 2:8–10). 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-select persons to heaven or hell (Rom. 10:13, Rev. 22:17).

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 (1 Tim. 3:15). The two ordinances of the local church are baptism by immersion and a regular observance of the Lord's Supper by believers (Matt. 28:19; 1 Cor. 11:23-28).

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. 14:13-15). 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 (Matt. 25:41, John 3:16, Rev. 20:15).

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

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

We believe in the resurrection of both the saved and the lost: those that are saved unto the resurrection of eternal life in heaven, and those that are lost unto the resurrection of eternal damnation in a literal lake of fire (John 5:28-29; 1 Cor. 15:12-20, 35-58; Rev. 20:10, 15).

We believe in the imminent, pre-Tribulation return of Jesus Christ for all believers (1 Thes. 4:13-17). The Rapture of the saints will be followed by a seven-year Tribulation, after which Christ will return in glory to judge the world and set up His millennial reign on earth (Rev. 20:1-3, 21:1-5).

These Articles of Faith do not exhaust the extent of beliefs or practices of Abeka Book, Inc. 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 Corporation's doctrine, practice, policy, and discipline, the Board of Directors is ultimately responsible for interpreting the meaning and application of Scripture.

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 VII. DIRECTORS

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 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 VIII. INDEMNIFICATION

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.

FOLLOWING, the recommendation of the Board of Directors, and submission of these Amended and Restated Articles of Incorporation by the Board of Directors to the Corporation's Sole Shareholder, these Amended & Restated Articles of Incorporation were approved by the Corporation's Sole Shareholder, with the number of votes cast being sufficient for approval.

(SIGNATURES ARE ON NEXT PAGE)

IN WITNESS WHEREOF, the undersigned has executed these amended Articles of Incorporation as of this 1st day of October 2024.

SOLE SHAREHOLDER:

Signed by:

Johnny Raines

Christian Educators Group, Inc.

By: Johnny Raines, President

Title: Registered Agent

Being the Sole Shareholder of
Educational Ventures, Inc.

(EVI EXECUTION PAGE for SECOND AMENDED & RESTATED ARTICLES OF
INCORPORATION)

FIN-68845