

704543

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Requestor's Name  
215 SOUTH MONROE STREET/SUITE 601  
Address  
TALLAHASSEE 222-2300  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. BELEN SCHOOL, INCORPORATED 704543  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
MAY 20 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time 2:00       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-05/20/99--01042--016  
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE MAY 20 1999

PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
MAY 20 AM 10 14  
Examiner's Initials

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

BELEN JESUIT PREPARATORY SCHOOL, INC.

(A Florida Not-For-Profit Corporation)

FILED  
99 MAY 20 AM 11: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Belen School, Incorporated, a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes, that:

1. The name under which it was originally incorporated was Belen School, Incorporated.
2. Its original Articles of Incorporation were filed in the Office of the Secretary of State of Florida on September 19, 1962.
3. There are no members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on May 18, 1999, and the number of votes cast for the amendments were sufficient for approval.
4. The text of the Articles of Incorporation of Belen School, Incorporated is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

**ARTICLE I - NAME**

The name of this corporation shall be BELEN JESUIT PREPARATORY SCHOOL, INC. (hereinafter called the "Corporation"), and the principal place of business of the Corporation shall be in Miami-Dade County, Florida.

**ARTICLE II - PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 500 S.W. 127th Avenue, Miami, Florida 33184.

### **ARTICLE III - PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To own and operate an elementary, middle and secondary educational institution serving Miami-Dade County, Florida, and surrounding areas;
- (b) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities;
- (c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services;
- (d) To carry on educational activities in and around the community;
- (e) To participate in any activity designed and implemented to promote the general education of the communities served by the Corporation; and
- (f) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

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#### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 500 S.W. 127th Avenue, Miami, Florida 33184 and the name of the Corporation's registered agent at that address is Rev. Eduardo Alvarez, S.J..

#### **ARTICLE V - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall be not less than three (3) nor more than seven (7), at least three (3) of which members shall members of the Compania de Jesus, Provincia de las Antillas, which is part of the Catholic Church. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE VI - OFFICERS**

The officers of the Corporation shall consist of a President, Secretary and Treasurer and such other officers and such assistant officers as may be provided in the Bylaws of the Corporation, all of whom shall be elected as provided in the Bylaws of the Corporation as the same may be amended from time to time.

#### **ARTICLE VII - DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to BELEN JESUIT FATHERS, INC., a Florida not-for-profit corporation. In the event the above named organization should be dissolved or fail to be in existence at such time, such assets shall be distributed to the Archbishop of The Archdiocese of Miami, or his successors in office, a corporation sole, or any other not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which

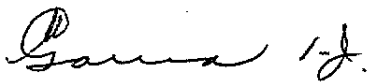
has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

#### **ARTICLE VIII - LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, BELEN JESUIT PREPARATORY SCHOOL, INC. has caused these Amended and Restated Articles of Incorporation to be executed on this 18th day of May, 1999.

**BELEN JESUIT PREPARATORY SCHOOL,  
INC.**

By:   
\_\_\_\_\_  
Rev. Marcelino Garcia, S.J.  
President