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ACCOUNT NO. : 072100000032
REFERENCE : 497340 7126516
AUTHORIZATION :
COST LIMIT : \$ 43.75

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99 NOV 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Petricia P.

ORDER DATE : November 30, 1999

ORDER TIME : 10:45 AM

ORDER NO. : 497340-005

CUSTOMER NO: 7126516

400003056754-5

CUSTOMER: Christopher N. Davies, Esq
Christopher N. Davies, P.a.
Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

DOMESTIC AMENDMENT FILING

NAME: THE CANTERBURY SCHOOL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. COULLIETTE DEC 01 1999

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CANTERBURY SCHOOL, INC.

FILED
99 NOV 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the duly elected and acting President of THE CANTERBURY SCHOOL, INC., a Florida corporation not for profit, does hereby make, subscribe, acknowledge and file with the Secretary of State these Amended and Restated Articles of Incorporation and certify that at a duly called meeting of not less than a majority of the Board of Trustees of THE CANTERBURY SCHOOL, INC., held on November 18, 1997, where a quorum was present, the Amended and Restated Articles of Incorporation were approved, and that at a duly called special meeting of the Trustees held on November 18, 1997, where a quorum was present, the Amended and Restated Articles of Incorporation were approved by the required vote to amend same and the number of votes cast for the amendments was sufficient for approval.

The Articles of Incorporation of THE CANTERBURY SCHOOL, INC., are, and shall hereby be, revised as attached hereto as Exhibit "A" and by reference made a part hereof.

IN WITNESS WHEREOF, THE CANTERBURY SCHOOL, INC., has caused these Amended and Restated Articles of Incorporation to be executed in accordance with the authority hereinabove expressed this 18th day of November, 1997.

THE CANTERBURY SCHOOL, INC.

BY: Barbara Siegel
Barbara Siegel, President

(Corporate Seal)

Attest:

Annette Morroni
Annette Morroni, Secretary

Alice Starace
Witness

ALICE STARACE
Print Name

Alice Starace
Witness

ALICE STARACE
Print Name

STATE OF FLORIDA

COUNTY OF LEE

)
) §:
)

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by Barbara Siegel, President of THE CANTERBURY SCHOOL, INC., a Florida not-for-profit corporation, on behalf of the Corporation, who is personally known to me or who produced _____ (type of identification and who did (not) take an oath.



Notary Public

Richard Starace

(Print Name)

My Commission Expires:

C:\DOCS\Canterbury\Certificate of Amendment
11/18/97 - 4:56PM



Richard Starace
MY COMMISSION # CC544196 EXPIRES
July 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**Amended and Restated
Articles of Incorporation
of
The Canterbury School, Inc.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of **The Canterbury School, Inc.**, a Florida not-for-profit corporation, hereinafter referred to as the "School" or "Corporation", which was originally incorporated on October 9, 1964, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of the Corporation shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS: The name of the Corporation is **The Canterbury School, Inc.**, and its principal place of business shall be located at 8141 College Parkway, Fort Myers, Florida 33919-5197, or at such place as the Board of Trustees may from time to time designate.

ARTICLE II

PURPOSE AND POWERS: The School is organized exclusively for educational purposes within the context of Section 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding provision of any future law of this nation.

The School's educational purposes are those expressed in its institutional mission statement as displayed as an attachment to the Bylaws.

The general nature and objectives of the Corporation shall include the following:

- (a) To build, lease, purchase or otherwise acquire, equip, operate, and manage a school, including all grades of high school and below.

- (b) To promote high moral standards, together with, as a part of, and as an adjunct to, excellence in all required school subjects for students in all grade levels.
- (c) To receive from any person, or corporation, gifts, bequests, or devises of real or personal property, and use the same in the promotion of education.
- (d) To loan or contribute funds to students, parents, teachers, or others, for the purpose of education and training upon such terms and for such lengths of time as the Board of Trustees may from time to time determine.
- (e) To issue bonds, notes, debentures, or other evidences of indebtedness, and to secure the same by mortgage, deed of trust, or otherwise.
- (f) To employ such principals, teachers, or agents as may be deemed desirable and necessary for the purposes of the Corporation.
- (g) To work harmoniously with the public schools, and public school authorities for the promotion of a well rounded program of education.
- (h) To establish and maintain a college preparatory educational program of excellence.
- (i) To provide for an educational program which shall be presented and pursued within a framework of a basic sequential curriculum.
- (j) To maintain an atmosphere conducive to educational achievement.

The enumeration of the special powers set forth herein shall not be construed as limiting the business or authority of the Corporation, but shall be construed as being in addition to all those powers set forth in Chapter 617, Florida Statutes, and the said Corporation shall have the power and authority to do each and every act or thing authorized by law for a corporation not for profit.

ARTICLE III

TRUSTEES AND OFFICERS:

- (A) The affairs of the Corporation shall be administered by a Board of Trustees consisting of the number of Trustees determined by the Bylaws.
- (B) Trustees of the Corporation shall be elected in the manner determined by the Bylaws. Trustees may be removed and vacancies on the Board of Trustees shall be filled in the manner provided by the Bylaws.

- (C) The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Trustees at the annual meeting of the Corporation and they shall serve at the pleasure of the Board.

ARTICLE IV

TERM: This Corporation shall have perpetual existence.

ARTICLE V

BYLAWS: The Board of Trustees shall adopt a revised set of Bylaws which shall govern all operations hereunder, and in addition shall include the rules and regulations for operation of the School premises. The Bylaws of the Corporation shall be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DISSOLUTION: Upon the dissolution of the School, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemptions under §501(c)(3) of the Internal Revenue Code of 1986, or to the Federal Government, or to a State or Local Government for a public purpose, and none of the assets will be distributed to any officer or trustee of this organization. Provided, however, that nothing contained within these Amended and Restated Articles of Incorporation shall prohibit a transfer of assets to an officer or trustee, which transfer is made to such officer or trustee in his or her capacity as a creditor of the Corporation in order to repay obligations owed to such officer or trustee.

ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) **Proposal:** Amendments to these Articles of Incorporation may be proposed at any regular or special meeting of the Trustees provided that notice of such proposed amendment shall be given to all Trustees at least thirty (30) days prior to said meeting.
- (B) **Procedure:** Upon any amendment to these Articles of Incorporation being proposed, such proposed amendment shall be submitted to a vote of the Trustees.

proposed amendment shall be given to all Trustees at least thirty (30) days prior to said meeting.

- (B) **Procedure:** Upon any amendment to these Articles of Incorporation being proposed, such proposed amendment shall be submitted to a vote of the Trustees.
- (C) **Vote Required:** These Articles of Incorporation may be amended by a two-thirds (2/3) vote of all Trustees of the Corporation present at any annual or special meeting, provided that proper notice of any proposed amendment has been given to the Trustees of the Corporation in accordance with the Bylaws. There are no members in the Corporation.
- (D) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Trustee and every Officer of the Corporation against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Trustee or Officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct, or a conscious disregard for the best interests of the Corporation, in a proceeding by, or in the right of, the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Trustee or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was unlawful.
- (C) A transaction from which the Trustee or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Trustees approves such settlement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Trustee or Officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of **The Canterbury School, Inc.**, hereby certify that the foregoing were duly proposed by the Board of Trustees at a regular meeting called for the purpose and held on the 18th day of November, 1997. The undersigned further certify that the foregoing were approved by not less than three-fourths (3/4) of the votes of the Trustees on the 18th day of November, 1997, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 18th day of November, 1997.

The Canterbury School, Inc.,
a Florida not-for-profit corporation

By: Barbara Siegel
Barbara Siegel, President

Attest:

Annette Morroni
Annette Morroni, Secretary

(Corporate Seal)

STATE OF FLORIDA)
)S
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by Barbara Siegel and Annette Morroni, President and Secretary, respectively, of **The Canterbury School, Inc.** They

- ☒ are personally known to me; or
☐ have produced _____
as identification,

and did (did not) take an oath.

(Official Seal)

Richard Starace
Notary Public

Richard Starace
Print Name

My Commission Expires: _____

C:\DOCS\Canterbury\Amended and Restated Articles of Incorporation
11/18/97 -- 3:16PM



Richard Starace
MY COMMISSION # CC644196 EXPIRES
July 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Page 5 of 5

CHRISTOPHER N. DAVIES, P.A.
WORLD PLAZA II, 12601 WORLD PLAZA LANE, SUITE 2, FORT MYERS, FLORIDA 33907