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Articles of Incorporation
Filed 1-28-81

12 pgs.

LAW OFFICES
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PIPER, DAVENPORT & NELSON
SUITE 303 WEST COAST TITLE BUILDING
30 SIXTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701

January 15, 1981

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P.O. BOX 173
ST. PETERSBURG, FLORIDA 33731
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FRANK M. HARRIS
(1902-1978)
JOHN L. GREEN, JR.
JAN J. PIPER
WILLIAM D. DAVENPORT, JR.
RICHARD W. NELSON
FRANK A. E. NELSON

The Honorable George F. Pritchard
Secretary of State
Capitol Building
Tallahassee, FL 32301

ATTN: Corporate Division
RE: The Canterbury School of Florida, Inc.

Dear Mr. Secretary:

We enclose herewith original and one copy of the Certificate signed by the Corporate Secretary, of a resolution adopted by the Board of Trustees of The Canterbury School of Florida, Inc. to which has been attached the Certificate of Approval which has been executed by the Diocesan Council of the Diocese of Southwest Florida and the Bishop of the Diocese of Southwest Florida as required by Article IX of the Articles of Incorporation. Upon your approval of this document, we would appreciate your certifying the enclosed copy of same and returning it to us at your very earliest convenience.

We also enclose herewith our check made payable to your order in the amount of \$30.00, which represents the filing fee of \$15.00 and certified copy charge of \$15.00.

Thank you for your assistance in this regard.

Very truly yours,

HARRIS, GREEN, PIPER,
DAVENPORT & NELSON

BY: Richard W. Nelson
RICHARD W. NELSON

RWN/mpj

Enclosures

cc: The Canterbury School of Florida, Inc.

C. TAX
FILING 25
R. AGENT FEE
C. COPY 3
TOTAL 30
N. BANK
BALANCE DUE
REFUND

FF Overpaid
by \$10.

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RECEIVED
DEPT. OF STATE
REVENUE
JAN 20 81

FILED

C E R T I F I C A T E

JAN 28 5 23 PM '81

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following Resolution was adopted and approved by a Two-thirds (2/3) vote of the Board of Trustees, as provided by Article IX. of the Articles of Incorporation, at a regular meeting, at which there was a quorum present and voting throughout, on the 18th day of November, 1980:

WHEREAS, the Board of Trustees of THE CANTERBURY SCHOOL OF FLORIDA, INC., desire to amend the Articles of Incorporation filed with the Secretary of State of Florida on the 13th day of August, 1968, and amended on the 13th day of January, 1969:

1. To provide that the principal place of business is The Lewis House, Eckerd College, 34th Street and 54th Avenue South, St. Petersburg, Florida.

2. To provide that the minimum number of members of the Board of Trustees shall be Twelve (12), and that Twenty-five Percent (25%) of the Board of Trustees shall be members in good standing of the Protestant Episcopal Church;

3. To reflect that the Diocese of South Florida, Inc., has split into Three (3) Dioceses and that THE CANTERBURY SCHOOL OF FLORIDA, INC., is geographically located in the Diocese of Southwest Florida, Incorporated, and that under the Canons of the Diocese of Southwest Florida, Incorporated, an Amendment to the Articles of Incorporation requires the approval of the Bishop and the Diocesan Council of the Diocese of Southwest Florida, Incorporated; and

4. To further provide that the By-Laws of the Corporation may be amended, altered, or rescinded as provided by the By-Laws of said Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of THE CANTERBURY SCHOOL OF FLORIDA, INC., be and they are hereby amended as follows:

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A. By amending Article I. thereof to reflect that:

"The name of this Corporation shall be THE CANTERBURY SCHOOL OF FLORIDA, INC., and its principal place of business shall be The Lewis House, Eckerd College, 34th Street and 54th Avenue South, St. Petersburg, Florida, and/or such other places as the Board of Trustees may, from time to time, designate."

B. By amending Article II. thereof to reflect that:

"The general nature of the objects and purposes of this Corporation shall be of a charitable and educational nature to plan, organize, establish, finance, and operate a non-profit school or schools related to and affiliated with, the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part, and to carry out educational programs in connection therewith and any and all educational programs related or incidental thereto."

C. By amending Article VI. thereof to reflect that:

"The business of the Corporation shall be conducted by a Board of Trustees consisting of a minimum of Twelve (12) in number, but with such number of ex-officio members as shall be designated in the By-Laws."

and by further amending Article VI. to read as follows:

"Annually thereafter, at the time of the Annual Meeting, as provided in the By-Laws, members shall be elected for a Three (3) year term to replace the members whose terms expire at such Annual Meeting; provided, however, that members of the Board of Trustees may succeed themselves for more than One

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(1) term of office. A Chairman, Vice Chairman, and new members of the Board of Trustees shall be nominated and elected by a majority of the voting membership of the Corporation at the Annual Meeting of the Corporation.

A minimum of Twenty-five Percent (25%) of the Board of Trustees, at all times, shall be members in good standing of the Protestant Episcopal Church in the United States of America, in the Diocese of which Pinellas County shall, from time to time, form a part."

D. By amending the first sentence of Article VII. thereof to read as follows:

"The Board of Trustees shall elect the Officers and such additional Officers or Assistant Officers of this Corporation as provided in the By-Laws."

E. By amending the last sentence of Article VIII. thereof to read as follows:

"Upon proper notice, the By-Laws may be amended, altered, or rescinded, by the Board of Trustees as provided therein."

F. By amending the last sentence of Article IX. thereof to read as follows:

"Provided, however, that these Articles may not be amended without the consent of the Bishop or the Diocesan Council of the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part."

G. By amending the last sentence of Article X. thereof to read as follows:

"Provided, however, that neither the Corporation nor any Officer or Trustee thereof shall encumber,

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sell, alienate, transfer, or convey any real property owned by the Corporation without the consent of the Diocesan Council of the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part."

H. By amending Section 5. of Article XI. thereof to reflect that:

"Section 5. Upon dissolution of this Corporation, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over and distributed to the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part, and they shall be applied, exclusively, for educational purposes, or for such other purposes as are appropriate to the tax exempt status conferred by Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended. Such distribution shall be determined by the last Board of Trustees to serve prior to such dissolution, and none of the assets will be distributed to any member, Officer, or Trustee of this Corporation."

So that the Articles of Incorporation of THE CANTERBURY SCHOOL OF FLORIDA, INC., as amended, shall read as follows:

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ARTICLES OF INCORPORATION

OF

THE CANTERBURY SCHOOL OF FLORIDA, INC.

We, the undersigned, hereby associate ourselves together and make, subscribe, and acknowledge these Articles of Incorporation for the purpose of forming a corporation for charitable, educational, and philanthropic purposes as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this Corporation shall be THE CANTERBURY SCHOOL OF FLORIDA, INC., and its principal place of business shall be The Lewis House, Eckerd College, 34th Street and 54th Avenue South, St. Petersburg, Florida, and/or such other places as the Board of Trustees may, from time to time, designate.

ARTICLE II.

The general nature of the objects and purposes of this Corporation shall be of a charitable and educational nature to plan, organize, establish, finance, and operate a non-profit school or schools related to and affiliated with the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part, and to carry out educational programs in connection therewith and any and all educational programs related or incidental thereto.

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ARTICLE III.

The members of the Corporation shall consist of the Incorporators and such Officers as are elected by the Incorporators and their successors, as provided by the By-Laws of the Corporation, and such other persons as shall, from time to time, contribute to the Corporation such amounts, if any, as the Board of Trustees shall prescribe to further the purposes of this Corporation as above stated. The Board of Trustees may provide for voting and non-voting memberships.

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

The names and addresses of the subscribers to these Articles of Incorporation are identical to those filed with the original Articles of Incorporation with the Secretary of State on August 13, 1968.

ARTICLE VI.

The business of the Corporation shall be conducted by a Board of Trustees consisting of not less than Twelve (12) in number, but with such number of ex-officio members as shall be designated in the By-Laws.

The names and addresses of the first Board of Trustees, who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until an election is held as hereinafter provided for the election of Trustees, and their successors have been duly elected and qualified, are the same as the names and addresses of the subscribers contained in Article V. hereof. The Board of Trustees shall be elected in the following manner:

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Of the first elected Board of Trustees, Five (5) members shall be elected for a One (1) year term; Five (5) members shall be elected for a Two (2) year term; and Five (5) members shall be elected for a Three (3) year term. Annually thereafter, at the time of the Annual Meeting, as provided in the By-Laws, members shall be elected for a Three (3) year term to replace the members whose terms expire at such Annual Meeting; provided, however, that members of the Board of Trustees may succeed themselves for more than One (1) term of office. A Chairman, Vice Chairman, and new members of the Board of Trustees shall be nominated and elected by a majority of the voting membership of the Corporation at the Annual Meeting of the Corporation.

A minimum of Twenty-five Percent (25%) of the Board of Trustees, at all times, shall be members in good standing of the Protestant Episcopal Church in the United States of America in the Diocese of which Pinellas County shall, from time to time, form a part.

ARTICLE VII.

The Board of Trustees shall elect the Officers and such additional Officers or Assistant Officers of this Corporation as provided in the By-Laws. The Board of Trustees shall establish qualification for serving as an Officer of this Corporation, and may provide for Officers to serve without being either a member of the Corporation or a member of the Board of Trustees, if deemed so advisable. The terms of office of the Officers of the Corporation shall be as provided in the By-Laws. The original Officers who shall serve this Corporation until their successors are elected, are as named in the Articles of Incorporation filed with the Secretary of State on the 13th day of August, 1968.

ARTICLE VIII.

The Board of Trustees may provide such By-Laws for the conduct of business of the Corporation and the carrying out of

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its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered, or rescinded by the Board of Trustees as provided therein.

ARTICLE IX.

Amendments to these Articles of Incorporation may be proposed and adopted by Two-thirds (2/3) vote of the full Board of Trustees at any regular or special meeting called for the purpose of the adoption of such Amendment. Any such vote may be by the Trustees in person or by written proxy. Provided, however, that these Articles may not be amended without the consent of the Bishop or the Diocesan Council of the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part.

ARTICLE X.

In order to promote the purposes of this Corporation, the Corporation may acquire property by grant, gift, charitable or other donations, purchase, devise, or bequest, and may hold, rent, and dispose of such property as the Corporation shall require for the benefit of the charitable and educational purposes of the Corporation, upon such terms and conditions as may be provided by the Board of Trustees from time to time. The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of this Corporation, including the right to enter into contracts, borrow money and, in general, to possess all rights, privileges, and immunities, and enjoy all of the benefits granted to corporations of similar character under the laws of the State of Florida. Provided, however, that neither the Corporation nor any Officer or Trustee thereof shall encumber, sell, alienate, transfer, or convey any real property owned by the Corporation without the consent of

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the Diocesan Council of the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part.

ARTICLE XI.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual or member.

Section 2. The Corporation shall not carry on propaganda or otherwise act to influence legislation.

Section 3. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

Section 4. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

Section 5. Upon dissolution of this Corporation, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over and distributed to the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part, and they shall be applied, exclusively, for educational purposes or for such other purposes as are appropriate to the tax exempt status conferred by Section 501(c)(3) of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended. Such distribution shall be determined by the last Board of Trustees to serve prior to such dissolution, and none of the assets will be distributed to any member, Officer, or Trustee of this Corporation.

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ARTICLE XII.

The time and place of the Annual Meeting for the election of members of the Board of Trustees shall be as provided in the By-Laws. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide for notice of all such meetings.

IN WITNESS WHEREOF, we, the undersigned subscribing Incorporators, have hereunto set our hands and seals this 8th day of August, 1968, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

(The names and signatures of the subscribing Incorporators are as listed in the original Articles of Incorporation filed with the Secretary of State on the 13th day of August, 1968.)

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said Corporation, this 17th day of December, 1980.

Katherine A. Coyle
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

CAROL W. HOLLAND, being first duly sworn by the undersigned officer, states that she is Chairman of THE CANTERBURY SCHOOL OF FLORIDA, INC., a Florida corporation not for profit, and that the statements contained in the foregoing Certificate by the Secretary of the Corporation are true and correct.

Carol W. Holland
Carol W. Holland

SWORN TO and subscribed before me this 17th day of December, 1980.

Elizabeth G. McGee
Notary Public

My Commission Expires: Sept. 12, 1982

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