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BASIC AMENDMENT

PALM BEACH DAY SCHOOL

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PALM BEACH DAY SCHOOL**

Palm Beach Day School, formerly known as Palm Beach Private School (the "Corporation"), a not for profit corporation organized and existing under and by virtue of the Florida Not For Profit Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on May 3, 1939.
2. The Amended and Restated Articles of Incorporation set forth herein have been duly approved at a meeting duly held by the Board of Trustees in accordance with Sections 617.1007 and 617.1006 of the Act and the number of votes cast were sufficient for approval. No members were entitled to vote on the Amended and Restated Articles of Incorporation.

3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE I.

The name of the Corporation shall be **PALM BEACH DAY SCHOOL** and the same shall be located at 241 Seaview Avenue, Palm Beach, Palm Beach County, State of Florida, 33480.

ARTICLE II.

This Corporation is organized for the purpose of forming a scientific institution of learning which shall include the operation of private scientific schools, colleges or other institutions of learning and a library, including all of the activities usually and generally associated with the above named objectives and to have the authority to charge and receive payment for the services rendered. The Corporation shall have full power to receive, own lease, buy, sell or mortgage real or personal property of every nature whatsoever which may be necessary, usual or convenient for the transaction of its business and the accomplishment of the purposes of this organization.

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ARTICLE III.

One adult member of any family who shall have had a child or children regularly matriculated as a student in the school for one full year shall be eligible for membership in this Corporation upon nomination by the Board of Trustees and the election as such member by a majority vote of the members present at any annual meeting; or by a majority vote of the Board of Trustees of this Corporation at any meeting of said Board between annual meetings of the Corporation.

ARTICLE IV

The Corporation shall have a perpetual existence.

ARTICLE V.

A. The affairs of the Corporation are to be managed by a Board of Trustees consisting of twenty-one (21) members. The number of Trustees may be either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than seven (7) nor more than twenty-four (24). The Trustees shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (33 1/3%) of the full Board. The term of the Class I Trustees shall terminate on the date of the 1996 annual meeting of members, the term of the Class II Trustees shall terminate on the date of the 1997 annual meeting of members and the term of the Class III Trustees shall terminate on the date of the 1998 annual meeting of members. At each annual meeting of members beginning in 1996, successors to the class of Trustees whose term expires at that annual meeting shall be elected for a three (3) year term. If the number of Trustees has changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Trustees in each class as nearly equal as possible, and any additional

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Trustees of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of Trustees shorten the term of any incumbent Trustee.

B. A Trustee shall hold office until the annual meeting for the year in which his term expires and until his successors shall be elected and shall qualify, subject, however, to the Trustee's prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Trustees, howsoever resulting (including vacancies created as a result of a resolution of the Board of Trustees increasing the authorized number of Trustees), may be filled by a majority of the Trustees then in office, even if less than a quorum. Any Trustee elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such Trustee shall have been elected.

C. Within two days after the annual meeting the Board of Trustees shall meet and elect a President, a Vice President, a Secretary and a Treasurer of the Corporation. The President and Vice President shall be members of the Board; the Secretary and Treasurer may or may not be. The officers of the Corporation shall hold office for one year and until their successors are elected and qualified.

D. The Board of Trustees shall have the right to designate from among its members an executive committee which shall have the authority and responsibilities set forth in the by-laws. The Board of Trustees shall have the right and authority to select, appoint and employ all personnel, agents and employees as may be required in the operation of its business and as may be prescribed by the by-laws and to create and to appoint such committees as it may deem necessary and best for

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the successful management of the affairs of the Corporation.

E. The Board of Trustees shall have the right to appoint Honorary Members to the Board of Trustees whose purpose shall be to enhance the reputation and protect the historic integrity of the Corporation through a continuing relationship with distinguished former members of the Board of Trustees, to provide a mechanism for generating and coordinating community fundraising and related promotional activities and to carry out such duties as determined by the Board of Trustees from time to time. Honorary Members of the Board shall not be entitled to vote of matters brought before the Board of Trustees but shall offer their advice and counsel on such matters. Honorary Members of the Board shall not affect the determination of whether a quorum of Trustees exists for any purpose. Only former members of the Board of Trustees shall be eligible to serve as Honorary Members of the Board. The Board of Trustees shall nominate former members of the Board of Trustees for appointment as Honorary Members based upon length and distinction of service on the Board of Trustees and such other facts and circumstances as the Board may deem relevant. The number of Honorary Trustees may be either increased or diminished from time to time in the manner provided in the by-laws, but shall never be more than twelve (12). Honorary Trustees shall serve for a term expiring on the date of the third annual meeting of the members following the date of their appointment. Honorary Trustees may be removed from office for any reason by a vote of a majority of members of the Board of Trustees present at any regular meeting of the Board.

ARTICLE VI

The officers of the Corporation shall occupy those positions designated in the by-laws, and they shall be elected and shall govern in accordance with the provisions of said by-laws.

A majority of the Board of Trustees then in office shall constitute a quorum for the

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transaction of ordinary business but at least two-thirds (2/3) of said Trustees then in office shall constitute a quorum for buying and selling real estate. The act of a majority of the Trustees present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Trustees except that the act of at least two-thirds (2/3) of the Trustees present at a meeting at which two-thirds (2/3) of the Trustees then in office are present shall always be required for buying or selling real estate or mortgaging the assets of the Corporation.

ARTICLE VII

The by-laws of the Corporation are to be made, altered or rescinded by the Board of Trustees.

ARTICLE VIII

This Corporation shall not at any time subject itself to any indebtedness or liability in excess of a sum equal to two-thirds of the value of the property of the Corporation.

ARTICLE IX

The amount of value of the real estate which this Corporation may hold shall be unlimited, except as restricted by law.

ARTICLE X

The annual meeting of this Corporation shall be held, as nearly as practicable, on the third Wednesday in May in each and every year or such other time as determined by the Board of Trustees.

ARTICLE XI

This Corporation shall indemnify its Trustees and officers and may indemnify its employees, agents and such other persons as designated by a majority of the Trustees, to the fullest extent permitted by the Act and the Florida Business Corporation Act, as the same may be amended and

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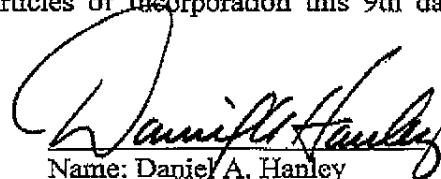
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supplemented, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against such person or other matters referred to in or covered by said provisions including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in any other capacity during such relationship with this Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any other law, by-law, agreement, vote of disinterested Trustees or otherwise. This indemnification shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

The street address of the registered office of this Corporation is 777 S. Flagler Drive, Ste. 500E, West Palm Beach, Florida 33401 and the name of the registered agent of this Corporation at the address is Daniel A. Hanley.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation this not for profit corporation under the laws of the State of Florida the undersigned officer has executed these Amended and Restated Articles of Incorporation this 9th day of November, 1999.



Name: Daniel A. Hanley

Title: Secretary

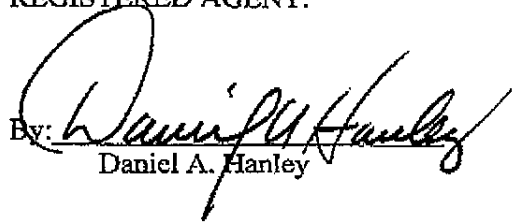
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PALM BEACH DAY SCHOOL**, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, Daniel A. Hanley, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 

Daniel A. Hanley

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