

733403

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000169106 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

CLD x2951

COR AMND/RESTATE/CORRECT OR O/D RESIGN

PALM BEACH DAY SCHOOL

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED
JUN 28 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

FILED
06 JUN 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amended
Restated

FILED
M06000169106
06 JUN 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

733403

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, 1931, and Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida on November 9, 1999.
2. The Second Amended and Restated Articles of Incorporation set forth herein have been duly approved at a meeting duly held by the Board of Trustees on May 31, 2006 in accordance with Sections 617.1007 and 617.1006 of the Act and the number of votes cast were sufficient for approval. The Corporation has no members.
3. The Articles of Incorporation of the Corporation are hereby amended and restated, effective as of 12:01 a.m. on July 1, 2006, as follows:

ARTICLE I

The name of the Corporation shall be: Palm Beach Day Academy, Inc.

ARTICLE II

The principal place of business and mailing address of the Corporation shall be:

241 Seaview Avenue
Palm Beach, FL 33480

ARTICLE III

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

M06000169106 3

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.

ARTICLE IV

The manner in which the Board of Trustees of the Corporation are elected shall be specified in the Bylaws of the Corporation. The Corporation shall have no members.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

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 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

M06000169106 3

W06000169106 3

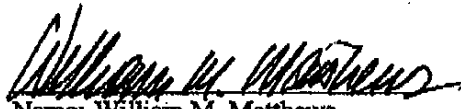
inure to the benefit of the heirs, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VII

The name and Florida street address of the registered agent is:

GY Corporate Services, Inc.
777 S. Flagler Dr.
Suite 500B
West Palm Beach, FL 33401

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this not for profit corporation under the laws of the State of Florida, the undersigned officer has executed these Second Amended and Restated Articles of Incorporation this 6th day of June, 2006.


Name: William M. Matthews
Title: President

W06000169106 3

M06000169106 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PALM BEACH DAY ACADEMY, INC.**, a not for profit Florida corporation (the "Corporation"), in the foregoing Second Amended and Restated Articles of Incorporation, I, Michael V. Mitrone, Vice President of GY Corporate Services, Inc., on behalf of GY Corporate Services, Inc., 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:

GY Corporate Services, Inc.

By


Michael V. Mitrone, Vice President

M06000169106 3