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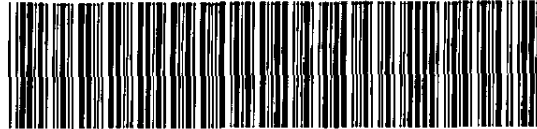
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St. Andrews Episcopal School  
of Ft. Pierce, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
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- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
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**ARTICLES OF INCORPORATION**

**OF**

**ST. ANDREW'S EPISCOPAL SCHOOL OF FT. PIERCE, INC.**  
**(A FLORIDA NOT FOR PROFIT CORPORATION)**

**ARTICLE I – NAME**

The name of this corporation shall be ST. ANDREW'S EPISCOPAL SCHOOL OF FT. PIERCE, INC.

**ARTICLE II – ADDRESS**

The mailing address and street address of the initial principal office of the corporation is 210 South Indian River Drive, Fort Pierce, Florida 34950.

**ARTICLE III – PURPOSE**

The purposes for which this corporation is organized are as follows:

To found, establish, conduct, maintain, operate and perpetuate Episcopal primary, elementary, and/or secondary schools in St. Lucie County, Florida where students may obtain, upon such terms as may be determined, a quality general education with particular reference to preparing students morally, spiritually, mentally, physically, and intellectually for higher education in high schools, colleges and universities; and

To generally do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting such Episcopal school(s), no matter how remotely connected.

As an Episcopal school, the corporation accedes to the constitution, canons, doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America, and the constitution and canons of the Protestant Episcopal Church in the Diocese of Central Florida.

The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full use and proper management of school(s) herein contemplated.

#### ARTICLE IV – TYPE OF CORPORATION

The corporation shall be a not for profit corporation.

#### ARTICLE V – DURATION

The period of duration for this corporation shall be perpetual.

#### ARTICLE VI – PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- 1) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions or any subsequent federal tax laws (the “Code”), or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (1) or (2) of the Code.
- 2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- 3) The powers of this corporation shall be limited by the purposes of the corporation as set forth in Article III above.

#### ARTICLE VII – TRUSTEES

Section 1. The operation and conduct of all of the business and affairs of this corporation shall be managed by a Board of Trustees, which shall consist of no less than five (5) members. The number of trustees and the manner of their election shall

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be determined in such manner as is set forth in this Article VII, Article IX below, and the By-Laws of the corporation.

Section 2. The Board of Trustees shall have the power to change the number of trustees, within the limits set forth in Section 1 of this Article.

Section 3. The Bishop of the Diocese of Central Florida (or the Bishop's designee) and the Rector of St. Andrew's Episcopal Church, Inc. of Fort Pierce, Florida shall serve as members of the Board of Trustees with the same rights, privileges and immunities as other Trustees, except that the Bishop (or the Bishop's designee) shall be a non-voting member of the Board. The Rector shall be responsible for the spiritual direction of the school.

Section 4. A majority of the Trustees, including all ex-officio Trustees, shall be communicants in good standing of St. Andrew's Episcopal Church and/or the Protestant Episcopal Church in the United States of America as defined in its canons.

Section 5. The names and mailing addresses of the subscribing Trustees of the Board of Trustees are as follows:

Dean Doyle	2130 W. Booth Drive Fort Pierce, Florida 34982
The Rt. Rev. John W. Howe	1017 East Robinson Street Orlando, Florida 32801-2023
The Rev. John S. Liebler	210 South Indian River Drive Fort Pierce, Florida 34950
Robert MacVeety	33 Villa Blanca Fort Pierce, Florida 34951
Brooks H. Peed	2709 North Indian River Drive Fort Pierce, Florida 34946
Kia Powers	5910 Balsam Drive Fort Pierce, Florida 34982
Debra Schroeder	1626 Indian Bay Drive Vero Beach, Florida 32963

Sandy Steinruck

3115 South Indian River Drive  
Fort Pierce, Florida 34982

Richard Tickner

5101 Echo Pines Circle East  
Fort Pierce, Florida 34951

Section 6. The terms of the subscribing Trustees who are elected, as opposed to ex-officio, shall be determined by a majority vote of the Trustees at their initial meeting in order to guarantee an orderly rotation of the members of the Board consistent with Section 2.(b) of Article II of the By-Laws.

Section 7. Any elected Trustee may be removed from office upon the vote of that number of the Members of the Corporation constituting two-thirds (2/3's) of the total number of Members as established in the Articles of Incorporation and upon the vote of that number of the Trustees constituting two-thirds (2/3's) of the total number of Trustees as established in Article II of the By-Laws of the Corporation with the consent of the Rector of St. Andrew's Episcopal Church and the Bishop of the Diocese of Central Florida. Any Trustee removed from office shall turn over to the Board of Trustees within seventy-two (72) hours any and all records or property of the Board of Trustees or the Corporation in his/her possession.

#### ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 210 South Indian River Drive, Fort Pierce, Florida 34950, and the name of the registered agent of the corporation at that address is Debra D. Schroeder.

#### ARTICLE IX – MEMBERSHIP

Section 1. The Members of this corporation shall be those persons from time to time constituting the Vestry of St. Andrew's Episcopal Church. However, the vote and acts of the Trustees shall constitute the vote and acts of the Members of this corporation for all purposes in which action by the Members, as distinguished from action by the Board of Trustees, is required or permitted by law, with the sole exceptions of the responsibility and authority reserved to the Members in Section 2 of this Article IX and in Article XII.

Section 2. The Members of the Corporation shall elect the Trustees of the Board of Trustees as set forth in Article VII above and the By-Laws of the

Corporation. The Trustee Committee, as set forth in the By-Laws of the Corporation, will annually nominate candidates for election to vacant positions on the Board of Trustees and bring the names of candidates willing to serve as Trustees for review and election by the Members.

Section 3. The names and mailing addresses of the subscribing Members of this corporation are as follows:

Linda Elizer	936 Seaway Drive Fort Pierce, Florida 34949
Phillip C. Gates, Sr.	P.O. Box 3630 Ft. Pierce, Florida 34949
Bruce Greenwood	2529 Devine Road Ft. Pierce, Florida 34981
Gerald Kraaz	2800 Tall Pine St. Ft. Pierce, Florida 34945
Robert MacVeety	33 Villa Blanca Fort Pierce, Florida 34951
Larry Oliver	5707 Papaya Drive Ft. Pierce, Florida 34982
Brooks H. Peed	2709 North Indian River Drive Fort Pierce, Florida 34946
Kia Powers	5910 Balsam Drive Fort Pierce, Florida 34982
Raub Robinson	1605 Old River Road Fort Pierce, Florida 34982
Stephanie Savage	772 Cardinal Drive Port St. Lucie, Florida 34983
Richard Stable	174 NE Jettie Terrace Port St. Lucie, Florida 34983

Richard Tickner

5101 Echo Pines Circle  
Fort Pierce, Florida 34951

### ARTICLE X – BY-LAWS

The Board of Trustees shall adopt the initial By-Laws of the Corporation. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Trustees provided that any such change(s) will require the approval of the Bishop of the Diocese of Central Florida prior to becoming effective.

### ARTICLE XI – DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of the corporation (including the payment of all costs and expenses of such dissolution) shall be distributed to St. Andrew's Episcopal Church, Inc. of Fort Pierce, Florida, provided that such corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that St. Andrew's Episcopal Church, Inc. of Fort Pierce, Florida does not so qualify, the assets of the corporation shall be distributed to the Diocese of Central Florida, Incorporated, provided that such corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that the Diocese of Central Florida does not so qualify, the assets of the corporation shall be distributed to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes selected by a majority of the Trustees of the Board of Trustees as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code. The Episcopal School Foundation, a corporation not for profit, incorporated under the laws of the State of Florida, should be given special consideration by the Board of Trustees should such corporation qualify as an exempt organization under Section 501(c)(3) of the Code.

### ARTICLE XII – AMENDMENT

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the Members of the corporation provided, however, that such amendment shall also be approved in writing by a vote of two-thirds (2/3) of the Board of Trustees and the Bishop of the Diocese of Central Florida.



ARTICLE XIII – EFFECTIVE DATE

The effective date of the Articles of Incorporation of the corporation set forth herein will be as of the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE XIV - NAME AND ADDRESS OF INCORPORATOR

Brooks H. Peed  
210 South Indian River Drive  
Fort Pierce, FL 34950

Date: July 27, 2005

  
\_\_\_\_\_  
Brooks H. Peed, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

I, DEBRA D. SCHROEDER, residing in Vero Beach, Florida, and whose registered office address is 210 South Indian River Drive, Fort Pierce, FL 34950, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Section 617.0503, Florida Statutes.

  
DEBRA D. SCHROEDER

Date: *July 27, 2005*

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