CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N11228

Holy Cross Academy, Inc.

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*****87.50 *****87.50

Amended & Restated

___	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 ___
___	Annual Report / Reinstatement ___
✓	Cert. Copy ___
___	Photo Copy ___
___	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 ___
___	UCC 1 or 3 File ___
___	UCC 11 Search ___
___	UCC 11 Retrieval ___
___	Courier ___

FILED
98 FEB 12 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB 12 AM 10:35
DIVISION OF CORPORATION

Name Availability	2/13/98
Document Examiner	DDN
Updater	DDN
Update Verifyer	DDN
Acknowledgement	DDN
W.P. Verifyer	DDN

A00789, 00664, 00622

Signature

Requested by: DZ

Name	Date	Time
DZ	2/12/98	10:19

Walk-In ___________ Will Pick Up ___________

RECEIVED
98 FEB 13 AM 11:20
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1998

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: HOLY CROSS ACADEMY, INC.
Ref. Number: N11228

We have received your document for HOLY CROSS ACADEMY, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 398A00008319

RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
HOLY CROSS ACADEMY, INC.
(A Florida Corporation Not For Profit)

PURSUANT TO the provisions of Chapter 617.1006 and Chapter 617.1007, Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby restated in their entirety as follows:

ARTICLE I

General

A. The name of the corporation is HOLY CROSS ACADEMY, INC.

B. The corporation shall exist perpetually subject to those conditions set forth in the Bylaws.

C. The principal office of the corporation shall be located at 12425 Sunset Drive, Miami, Florida.

ARTICLE II

Purpose

The purpose of this corporation shall be to operate an independent, self-governing preparatory school in the educational tradition of the Catholic faith, which school shall not be under the jurisdiction or control of the hierarchy of any church. Such organization is organized exclusively for educational purposes secified under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

Powers

The corporation is empowered:

A. To exercise any and all powers granted to non-profit corporations by the laws of the State of Florida, so long as the powers are not greater than those permitted an organization described under Section 501 (c) (3) of the Internal Revenue Code.

B. To do and perform any and all acts reasonably necessary to accomplish the purposes of the corporation.

C. No part of the income of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c) (3)and (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

D. Upon dissolution of the corporation, the Board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation exclusively to organizations qualified as charitable organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as the same may hereafter be amended.

ARTICLE IV

Membership and Management

A. Any person approved by the President of the corporation shall be eligible for membership in the corporation subject to the terms and conditions of the Bylaws.

B. The affairs of the corporation shall be managed by its Board of Trustees. The Chief Executive officer of the corporation shall be its President, who shall also be Chairman of the Board of Trustees and whose term of office shall be his lifetime. The President shall be elected by the Board of Trustees.

C. The President of the corporation shall also be the Chancellor-Headmaster of the school with full power and responsibility to govern the school in accordance with the purposes of this corporation.

D. The Board of Trustees shall elect one of their members or another qualified individual to serve as President-elect, to become the President upon the death, permanent incapacity or voluntary retirement of the President. Should both the President and President-elect die before successors have been named, the Board of Trustees shall elect a President and a President-elect by a simple majority vote.

E. In the event of the complete mental or continuous physical incapacity of the President to administer the corporation, as certified by the personal physician designated by the President, the President-elect is fully empowered to govern the affairs of the corporation until the President's recovery. The President-elect's title during this period shall be Pro Chancellor-Headmaster.

ARTICLE V

Registered Agent

The name and address of the initial registered agent of the corporation is: Frank G. Wendt, 12425 Sunset Drive, Miami, Florida 33183.

ARTICLE VI

Board of Trustees

The names and addresses of the three (3) persons constituting the first Board of Trustees and officers of the corporation were:

Frank G. Wendt President, Director	12425 Sunset Drive Miami, Florida
James A. Gibault Secretary/Treasurer, Director	12425 Sunset Drive Miami, Florida
Peter D. Lickman Director/Vice President	1475 N.E. 199 Street Miami, Florida

Additional members of the Board of Trustees shall be selected in the manner and hold office for such terms as the Bylaws provide.

ARTICLE VII

Bylaws

The Bylaws of the corporation shall be made, altered or rescinded as necessary and required from time to time by a two-thirds vote of the Board of Trustees present at any regular or special meeting of the Trustees called for that purpose.

ARTICLE VIII

Amendments to Articles

These Articles of Incorporation may be amended, modified or repealed in whole or in part, by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board of Trustees called for that purpose.

The above amendments were proposed by and approved by the Trustees on February 11, 1998. There were no members entitled to vote thereon.

DATED this 11 day of February, 1998.

HOLY CROSS ACADEMY, INC.

By: F. G. Wendt
Frank G. Wendt, President

Attest: James A. Gibault
James A. Gibault, Secretary

STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11 day of February, 1998 by Frank G. Wendt, as President, and James A. Gibault, as Secretary, of HOLY CROSS ACADEMY, INC., a Florida corporation not for profit, on behalf of the corporation, ☒ who are personally known to me or ☐ who have produced N/A as identification.

Joseph Blonsky
MY COMMISSION # CC504189 EXPIRES
November 17, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Joseph Blonsky
Notary Public, STATE OF FLORIDA
Print Name: JOSEPH BLONSKY

My Commission Expires:

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 11th day of February,1998.

F. G. Wendt
Registered Agent

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