

N96000004129

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: Matanzas Academy Private School System, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

Rebecca S. Leewe

FROM: _____
Name (Printed or typed)

3643 Fort Peyton Circle

Address

St. Augustine, Florida 32086

City, State & Zip

904-794-2233

Daytime Telephone number

FILED
 96 AUG -5 PM 12:05
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 STATE OF FLORIDA

AUG 7 1996. BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

FILED

95 AUG -5 PM 12:06

Matanzas Academy Private School System, Inc.
(A Private School Corporation Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name The name of the Corporation is Matanzas Academy Private School System, Inc

Article II Duration The duration of the Corporation is perpetual

Article III Purposes The purpose of the corporation is as follows

A This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are organized for religious educational purposes, which include, but are not limited to: (1) The establishment and operation of an independent private system of Christian elementary and secondary schools in St. John's County, Florida and the major area thereof; (2) To minister, support, administer, and develop independent and private educational opportunity for all persons through private Christian educational institutions and home study courses. Which is committed to teaching moral, ethical, and spiritual development of students as well as literacy, good citizenship training, and physical fitness; (3) To aspire to provide an environment where families can more effectively cultivate Biblical qualities of Character in every facet of life.

B To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article IV Members The membership of this corporation shall constitute all persons hereinafter named as subscribers, and such other persons as may, for time to time, be elected to membership by the Board of Directors, and such other persons as may become members in the manner provided in the By-laws. Membership shall not be discriminated on the basis of race, sex, or national origin.

Article V Initial Registered Agent and Office The initial registered agent is Rebecca S. Leewe and the initial registered office is 3643 Ft. Peyton Circle, St. Augustine, Florida.

Article VI Initial Board of Directors The initial Board of Directors shall have three members whose names and addresses are listed as follows

Name	Address
Rebecca S. Leewe	3643 Fort Peyton Circle, St. Augustine, Florida
James F. Leewe	3643 Fort Peyton Circle, St. Augustine, Florida
Francis Dore	3608 Fort Peyton Circle, St. Augustine, Florida

Article VII Board of Directors The Board of Directors shall be elected or appointed as described in the bylaws

Article VIII Officers The officers of the Corporation shall consist of President, Vice President, Treasurer, and Secretary. Other officers may be provided for in the By-laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The names of the persons who are to serve as officers of the corporation until the first election, to be held in June of each year, commencing in 1996, are as follows:

OFFICE	NAME
President	Rebecca Leewe
VicePresident/Treasurer	James Leewe, Jr
Secretary	Francis Dore

Article IX Incorporators The names and addresses of the incorporators of this corporation are:

Name	Address
Rebecca S. Leewe	3643 Fort Peyton Circle, St. Augustine, Florida
James F. Leewe, Jr	3643 Fort Peyton Circle, St. Augustine, Florida

Article X Geographical Area The corporation is organized (and shall be operated) in the entire county of St. John's and in the major area thereof, and may operate separate classrooms in such area and in such locations as it may deem necessary or advisable under such rules and regulations as specified in the By-laws.

Article XI By-Laws The Board of Directors, shall, at its first meeting and by a majority vote, make the By-laws of the corporation.

Article XII Amendments

Section 1 Amendments to these Articles of Incorporation may be proposed by any voting member of the corporation submitting the same in writing at any regular or special membership meeting.

Section 2 Amendments to these Articles of Incorporation may be adopted by a majority vote of the voting members present at any regular membership meeting after notice given at the preceding regular meeting, or at any special membership meeting called for that purpose, after proper notice

Article XIII Powers This corporation shall exercise only those powers permitted corporations not for profit under Chapter 617, Florida Statutes, as are in furtherance of the purpose or purposes of the corporation

Article XIV Distribution of Assets Upon Dissolution Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of corporations in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

ARTICLE XV. LIMITATIONS.

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 set forth in Article III hereof

Section 2. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this corporation

ARTICLE XVI NONSTOCK BASIS.

The Corporation is organized (and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws

The undersigned incorporators have executed these Articles of Incorporation this 3rd day of July 1996.

Signatures of Incorporators

[Handwritten signatures of James F. Leewe, Jr. and Rebecca S. Leewe]

James F. Leewe, Jr

Rebecca S Leewe

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, and officer duly authorized aforesaid to take acknowledgments personally appeared Rebecca S. Leewe, to me known to be one of the subscribing incorporators described in the foregoing Articles of Incorporation and acknowledged before me that she executed said instrument for the purposes therein expressed

WITNESS my hand and official seal this 6 day of July, 1996

[Signature of Joyce Ann Right]
Notary Public, State of Florida at Large
My Commission expires 6/22/97

Acceptance by registered agent *[Signature of Rebecca S. Leewe]*
Rebecca S. Leewe

ID# Orlic 4000-137-57-547-0



NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION NO. 0029653

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607 0501 or 617 0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida

- 1 The name of the corporation is Matanzas Academy Private School System, Inc.
- 2 The name and address of the registered agent and office is

Rebecca S. Leewe
3643 Fort Peyton Circle
St. Augustine, Florida 32086

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Rebecca S. Leewe
(Signature)

7/10/96
(Date)

FBI
96 AUG -5 PM 12:06
TALLAHASSEE, FLORIDA