

702692

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

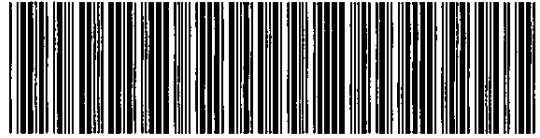
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800137558738

11/10/08--01045--024 \*\*43.75

FILED  
08 NOV 10 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend + Rest.*

C.COULLETTE

NOV 14 2008

EXAMINER



S A I N T   A N D R E W ' S   S C H O O L

November 5, 2008

Amendment Section  
Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE:        Saint Andrew's School of Boca Raton, Inc.  
             Document Number 702692

I enclose the following:

1. Two Copies of the Amended and Restated Articles of Saint Andrew's School of Boca Raton, Inc., including the certificate of the Chair of the Board of Trustees as required by Section 617.1007(3);
2. An envelope addressed to me with postage affixed; and
3. Check payable to the Department of State for \$43.75.

Please file the Amended and Restated Articles, and send a certified copy of the Articles to me in the enclosed envelope.

If you have any questions about the enclosures, please call me at: 561-210-2010.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Diane Dilger Jones".

Diane Dilger Jones  
FL Bar No. 184561

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**SAINT ANDREW'S SCHOOL OF BOCA RATON, INC.**

Pursuant to the provisions of Florida Statutes Sections 617.1002, 617.1006, and 617.1007, **Saint Andrew's School of Boca Raton, Inc.**, a Florida not for profit corporation, hereby amends and restates its Articles of Incorporation filed with the Secretary of State of Florida on or about July 17, 1961 as set forth below. On May 9, 2008, at a regular meeting of the Board of Trustees, the members of the Corporation entitled to approve these Amended and Restated Articles of Incorporation voted unanimously to approve these Amended and Restated Articles of Incorporation, and the number of votes cast for the amendment was sufficient for approval. Further, the Amended and Restated Articles of Incorporation was approved by The Right Reverend Leopold Frade, Episcopal Bishop of the Diocese of Southeast Florida, as required by Article IX of the Articles of Incorporation

**FILED**  
08 NOV 10 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be SAINT ANDREW'S SCHOOL OF BOCA RATON, INC.

ARTICLE II

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

To found, establish, conduct, maintain, operate and perpetuate an independent school in Palm Beach County, Florida within the Episcopal tradition of the Protestant Episcopal Church in the United States of America; and

To generally do each and every lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting of such a school.

The Corporation shall have such corporate powers as are granted in Section 617.0302, Florida Statutes, and all amendments subsequent thereto, together with such other additional powers as shall be reasonably appropriate and necessary for the full use and proper management of said school.

### ARTICLE III

This Corporation shall have perpetual existence, unless dissolved according to law. Upon dissolution of this Corporation, all of its assets remaining after payment of all liabilities, costs and expenses of such dissolution shall be distributed to an educational organization or organizations qualified as tax exempt under the appropriate provisions of the laws of the United States of America (at the time of adoption of this Article - Section 501(c)(3) of the Internal Revenue Code), the selection of the organization(s) to be in the absolute discretion of a majority of the Trustees of this Corporation.

### ARTICLE IV

Section 1: The operation and conduct of all of the business and affairs of this Corporation shall be governed by a Board of Trustees, which shall consist of no fewer than eleven (11) Trustees, duly elected in such manner as is set forth in the By-Laws of the Corporation.

Section 2: The Episcopal Bishop of the Diocese of Southeast Florida shall automatically be a member of the Board of Trustees and the Bishop or his designated representative shall be entitled to vote at all meetings of the Board.

Section 3: The Board of Trustees shall include sufficient representation of Episcopalians to assure and sustain the school's continuing Episcopal identity. All Board members, regardless of religious affiliation, shall share the responsibility to support and articulate the school's Episcopal mission.

### ARTICLE V

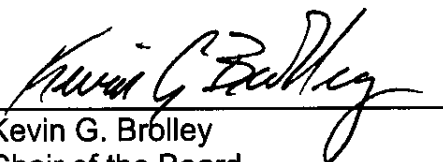
These Articles may be amended or altered by a vote of a majority of the Board of Trustees, provided, however, that such amendment or alteration be approved by the Episcopal Bishop of the Diocese of Southeast Florida and, if required by the Canons of the Episcopal Diocese of Southeast Florida, by the Executive Board of the Diocese and the Standing Committee of the Diocese.

### ARTICLE VI

The principal office of this Corporation shall be located at Boca Raton, Palm Beach County, Florida, and branch offices may be maintained at such other locations in the State of Florida and in the United States of America and in foreign countries as may be from time to time authorized by its Board of Trustees.

The Amended and Restated Articles of Incorporation were adopted by the Board of Trustees on May 9, 2008.

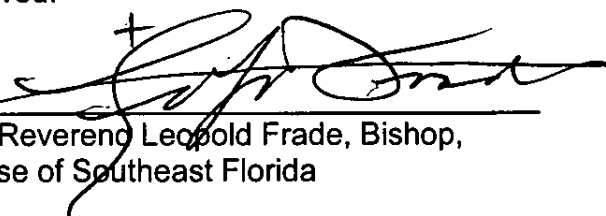
In witness of the foregoing, the undersigned have executed these Amended and Restated Articles of Incorporation on the 4th day of November 2008.

  
Kevin G. Brolley  
Chair of the Board

Attest:

  
Ann Marie Krejcarek, Headmaster

Approved:

  
By: \_\_\_\_\_  
Right Reverend Leopold Frade, Bishop,  
Diocese of Southeast Florida