



704956
Holy Trinity Episcopal School

50 West Strawbridge Avenue ♦ Melbourne, Florida 32901

Phone: (407) 723-8323 ♦ Fax: (407) 723-2553

Catherine A. Ford, Headmaster

November 17, 1997

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

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RE: AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION
FOR HOLY TRINITY EPISCOPAL SCHOOL, INC. (CHARTER NUMBER 704956)

TO WHOM IT MAY CONCERN:

Please find enclosed an original and a copy of Amended and Restated Articles of Incorporation for Holy Trinity Episcopal School, Inc. A check for \$87.50 is also enclosed to cover the \$35.00 filing fee and the \$52.50 certified copy fee. Upon filing, kindly certify the enclosed copy and return it to me.

If you require any further information, please do not hesitate to contact me.

Sincerely,

Catherine A. Ford
Registered Agent

Amend + Restated
11-26-97
CC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

HOLY TRINITY EPISCOPAL SCHOOL, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

ARTICLE I - NAME

The name of the corporation shall be HOLY TRINITY EPISCOPAL SCHOOL, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 50 West Strawbridge Avenue, Melbourne, Florida 33901.

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 Brevard County, Florida, where students may obtain, upon such terms as may be determined, a general education with particular reference to preparing students morally, spiritually, mentally, physically, and intellectually for higher education in colleges and universities; and

To do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting such Episcopal school(s).

As an Episcopal school, the corporation affirms its loyalty to the doctrine, discipline and worship of the Episcopal Church in the United States of America, and to 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 and proper management of the school(s) herein contemplated.

ARTICLE IV - TYPE OF CORPORATION

The corporation shall be a not for profit corporation.

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ARTICLE V - DURATION

The period of duration for the 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 distributable 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 ten (10) members of this corporation. The number of trustees and the manner of their election shall be determined in such manner as is set forth in this Article VII 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 Rector of Holy Trinity Episcopal Church of Melbourne, Florida, Inc. (or his designee) shall be a member of the Board of Trustees with the same rights, privileges and immunities of other Trustees. The Rector annually shall appoint a member of the Vestry of Holy Trinity Episcopal Church of Melbourne, Florida, Inc. to serve as a member of the Board of Trustees. The Chairman of the Board of Trustees also shall be appointed annually by the Rector from the Board membership.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 50 West Strawbridge Avenue, Melbourne, Florida 32901, and the name of the registered agent of the corporation at that address is Catherine A. Ford.

ARTICLE IX - MEMBERSHIP

The members of this corporation shall be those persons from time to time constituting its Board of Trustees. 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.

ARTICLE X - BY LAWS

The By-Laws of the Corporation shall be adopted by the Board of Trustees. The power to alter, amend or repeal the By-Laws shall be vested in the Board of Trustees.

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 shall be distributed to Holy Trinity Episcopal Church of Melbourne, Florida, Inc., and/or the Diocese of Central Florida, Incorporated, as determined by the Board of Trustees, provided that such corporations shall qualify as exempt organizations under Section 501(c) (3) of the Code. In the event that Holy Trinity Episcopal Church of Melbourne, Florida, Inc., and/or the Diocese of Central Florida, Incorporated, 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 the Board of Trustees as shall at the time 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 the Episcopal Bishop of the Diocese of Central Florida.

ARTICLE XIII - EFFECTIVE DATE

The effective date of the amendment and restatement of the Articles of Incorporation of the corporation set forth herein will be as of the date of filing of the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

The Amended and Restated Articles of Incorporation of the corporation were adopted by the unanimous vote of Trustees in attendance at a regular meeting of the Board of Trustees of the Corporation held on September 15, 1997 and the number of votes cast by the Trustees was sufficient for approval.

Dated this 17th, day of November, 1997.

HOLY TRINITY EPISCOPAL SCHOOL, INC.

By: 

Michael M.M. Wallis, Chairman
Board of Trustees

Attest: 

Secretary