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Division of Corporations

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Amend &
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**Certificate of Amended and Restated
Articles of Incorporation
of**

Riverside Presbyterian Day School, Inc.

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Pursuant to the provisions of Section 617.1007, Florida Statutes, Riverside Presbyterian Day School, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation of Riverside Presbyterian Day School, Inc.").

2. The Amended and Restated Articles of Incorporation of Riverside Presbyterian Day School, Inc. contain amendments requiring approval by the members of the Corporation.

3. The Amended and Restated Articles of Incorporation of Riverside Presbyterian Day School, Inc. were adopted on May 19, 2009 by a majority of the Board of Trustees of the Corporation and on May 20, 2009 by a majority of the Members of the Corporation. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of Riverside Presbyterian Day School, Inc., hereby certifies that the Amended and Restated Articles of Incorporation of Riverside Presbyterian Day School, Inc. were adopted by the Corporation on May 20, 2009.

RIVERSIDE PRESBYTERIAN DAY SCHOOL, INC.

By: Jonathan C. Montgomery
Name: JONATHAN C. MONTGOMERY
President

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EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVERSIDE PRESBYTERIAN DAY SCHOOL, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
RIVERSIDE PRESBYTERIAN DAY SCHOOL, INC.
(MAY, 2009)**

The Articles of Incorporation of Riverside Presbyterian Day School, Inc., are amended and restated in their entirety to read as follows:

Definitions

"Articles of Incorporation" shall mean these Amended and Restated Articles of Incorporation of Riverside Presbyterian Day School, Inc.

"Board of Trustees" shall mean the governing body of the Corporation.

"Church" shall mean Riverside Presbyterian Church of Jacksonville, Florida, a member of the Presbyterian Church (U.S.A.), and organized under the laws of Florida as a non-profit corporation with the name "The Riverside Presbyterian Church of Jacksonville, Florida".

"Corporation" or "School" shall mean Riverside Presbyterian Day School, Inc., a non-profit corporation existing under the laws of Florida.

"Elder" shall mean those persons who are ordained or installed by the Church to the office of elder in the Presbyterian Church (U.S.A.).

"Ruling Elder" shall mean those Elders who are actively serving on the Session.

"Head of School" shall mean the chief executive in charge of the operation of the Corporation.

"Members" shall mean those persons serving from time to time as Ruling Elders for the particular term(s) of their service. The term of service for each Member shall begin on the date his or her service as Ruling Elder begins and shall end on the date such service as Ruling Elder ends.

"Moderator" shall mean the Senior Pastor of the Church.

"Session" shall mean the governing body of the Church.

"Trustees" shall mean those persons serving active terms of service as trustees on the Board of Trustees.

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ARTICLE I
Name and Location

The name of the Corporation shall be:

RIVERSIDE PRESBYTERIAN DAY SCHOOL, INC.

The principal administrative office/headquarters of the Corporation shall be located on the campus of the School at 830 Oak Street, Jacksonville, Florida, 32204.

ARTICLE II
Purposes of the Corporation

2.1 The purpose of the Corporation shall be to conduct a Christ-centered and Bible-centered day school upon property owned by the Church; to give every student in its care a broad understanding of the Christian philosophy of life; to meet the cognitive, spiritual and physical needs of the growing child so that none of these areas will be neglected; to accomplish these purposes by offering a superior academic and accredited curriculum taught by excellent teachers; and to otherwise conduct a first class educational institution. No substantial part of the activities of the Corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the Corporation engage in any transaction described in the Internal Revenue Code of the United States as a "prohibited transaction" which would disqualify the Corporation as an "exempt corporation" within the meaning of said Internal Revenue Code.

2.2 The Corporation shall design and teach a broad, well-planned, developmentally (age) appropriate curriculum, which includes a course of study in Christian education encompassing Bible, weekly worship (Chapel) and experiential learning through community service. The Bible teacher shall plan and develop the scope and sequence of the Bible and church history curriculum in concert with the Head of School, the Moderator, and those members of the executive Church staff whose training and expertise in Christian education and community outreach may best be utilized to support and strengthen all aspects of the Corporation's Christian education program.

2.3 No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer or employee of the Corporation. In the event of dissolution of the Corporation, the assets shall be distributed to an organization engaged in providing for the education of persons in a Christian atmosphere which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as selected by the Session, and no part of such assets will inure to the benefit of any member, trustee, officer or employee of the Corporation.

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ARTICLE III
Term of Existence

The term of existence of the Corporation shall be perpetual.

ARTICLE IV
Names and Addresses of Initial Subscribers

The names and residence addresses of each of the initial subscribers to the Articles of Incorporation of the Corporation were:

C. S. Hackett
3311 Park Street
Jacksonville, Florida

John E. Hazard
3254 Oak Street
Jacksonville, Florida

Richard P. Taylor, Jr.
4022 Ortega Boulevard
Jacksonville, Florida

J. Beatty Williams, Sr.
1350 Belvedere Avenue
Jacksonville, Florida

ARTICLE V
Members

5.1 The Session has organized the Corporation separately, granting operational authority to a duly elected Board of Trustees rather than establishing the School as a committee of the Session. The Members of the Corporation shall be the Ruling Elders.

5.2 It is intended that the Members will have powers, responsibilities and rights similar to those of members of other nonprofit corporations; however the Members shall also retain certain additional reserved powers, as follows:

(a) The Members shall elect all new Trustees upon nomination by the Board of Trustees.

(b) The Members must approve any amendments or revisions to these By-Laws or to the Articles of Incorporation.

(c) The Members shall approve the Corporation's Bible teacher(s) and the Christian education curriculum.

(d) The Moderator shall interview any prospective Head of School and the Members shall approve the appointment of the Head of School, who shall be nominated by the Board of Trustees.

5.3 Meetings of the Members shall take place and shall proceed and be governed as provided in the Bylaws of the Corporation.

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ARTICLE VI
The Board of Trustees

Subject to the inherent and reserved powers of the Members, the Board of Trustees shall manage all the affairs of the Corporation, including but not limited to establishing and maintaining the policies of the Corporation; supervising the administration of the Corporation by the Head of School; investing and reinvesting the corpus of any trust or endowment fund managed by the Corporation and using the income from such funds for any proper school purpose which they designate, subject to any conditions imposed thereon by any donor thereof; and all other matters pertaining to the operation of the Corporation. The Board of Trustees shall consist of the Moderator plus not more than twenty-five (25) persons, nor fewer than seven (7) persons, each of whom shall be an active member of a Christian church. No less than fifty-one percent (51%) of the Trustees shall be active members of the Church. The Head of School shall serve ex-officio on the Board of Trustees, without vote.

The terms, powers, manner of election, meetings and other rights, responsibilities and duties of the Board of Trustees are more particularly set forth in the Bylaws of the Corporation.

The names and addresses of members of the first Board of Trustees of the Corporation were:

C. S. Hackett
3311 Park Street
Jacksonville, Florida

Dr. R. P. Taylor
4022 Ortega Boulevard
Jacksonville, Florida

L.B. Wootton, Jr.
3577 Richmond Street
Jacksonville, Florida

Dr. C. A. Boline
4204 DeMedici Avenue
Jacksonville, Florida

Dr. J. Cousar, III
4625 Nottingham Road
Jacksonville, Florida

Raymond K. Mason
3710 Richmond Street
Jacksonville, Florida

J. Beatty Williams, Sr.
1350 Belvedere Avenue
Jacksonville, Florida

J. E. Hazard
3254 Oak Street
Jacksonville, Florida

W. T. Christy
Broadview Apartments
Lancaster Terrace
Jacksonville, Florida

Fred S. Young
7850 Wildwood Road
Jacksonville, Florida

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R. D. Davis
1825 Elizabeth Place
Jacksonville, Florida

R. D. Morris, Jr.
4233 Oristano Road
Jacksonville, Florida

H. Tom Rodgers, Jr.
3217 Riverside Avenue
Jacksonville, Florida

Dr. R. M. Hehn
3750 Oak Street
Jacksonville, Florida

James H. Wade
4680 Verona Avenue
Jacksonville, Florida

Miss Christine McKinnon
2537 Forbes Street
Jacksonville, Florida

ARTICLE VII **Officers of the Corporation**

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Trustees. The President shall be an Elder. The offices of Secretary and Treasurer may be held by one person. The Board of Trustees may elect an Assistant Secretary, Assistant Treasurer and such other officers as the Board deems necessary, none of whom need be Trustees or Members. The terms, powers, manner of election and other rights, responsibilities and duties of the Officers are more particularly set forth in the Bylaws of the Corporation.

The names and addresses of the first officers of the Corporation were:

President	C. S. Hackett 3311 Park Street Jacksonville, Florida
Vice President	Richard P. Taylor, Jr. 4022 Ortega Boulevard Jacksonville, Florida
Secretary	John E. Hazard 3254 Oak Street Jacksonville, Florida
Treasurer	John E. Hazard 3254 Oak Street Jacksonville, Florida

ARTICLE VIII **Indemnification**

The Corporation may indemnify the officers, Members, Trustees, employees and volunteers of the Corporation to the maximum extent permitted by Florida law as set forth in Section 607.0850, Florida Statutes, as amended, or as otherwise permitted by

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Florida law. The Corporation may purchase and maintain insurance covering such indemnification obligations as permitted by law.

ARTICLE IX

Amendments to the Articles of Incorporation

These Articles may be amended by majority vote of each of (i) the Board of Trustees and (ii) the Members.

ARTICLE X

Dissolution

The Corporation may not be dissolved or liquidated except by the majority vote of each of (i) the Board of Trustees and (ii) the Members at meetings held for such purpose.