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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EPISCOPAL SCHOOL OF JACKSONVILLE, INC.**

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$35.00 |

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RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
EPISCOPAL SCHOOL OF JACKSONVILLE, INC.

ARTICLE I.

Name

The name of the corporation shall be EPISCOPAL SCHOOL OF JACKSONVILLE, INC. and it is to be located in Duval County, Florida.

ARTICLE II.

Purposes

The purposes for which the Corporation is organized are:

(a) To establish, maintain, and operate either or both primary and secondary schools for students as an integral part of the Episcopal Church in the Diocese of Florida.

(b) To provide at such School or Schools such staff, faculty, and facilities as will promote the highest quality instruction of its students, not only in the arts, sciences, languages, literature, geography, history, mathematics, technology, health, physical training and athletics, but also in morals, manners, ethics, religion and other subjects of study deemed appropriate by the Board of Trustees and the Head of School. Each such School shall be a Christian School and the religious instruction shall be in accordance with the book of Common Prayer and the historic faith, traditions, and practices of the Episcopal Church in the Diocese of Florida. Religious freedom and toleration for the faith of others shall be taught.

(c) The Board of Trustees of the Corporation shall for each school year fix and determine the maximum enrollment for each school operated by the Corporation. Subject to the numerical enrollment, as determined by the Board of Trustees and also subject to the availability of scholarship funds for those students needing scholarship aid, reasonable efforts shall be made to admit as many children as meet qualifications required by the Corporation.

(d) To solicit and receive by gift, bequest, devise, or in any other manner, money, assistance, and any other form of contribution, whether of real, personal, or mixed property, from any person, firm, or corporation, to be used in the furtherance of the purposes of the Corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the Corporation, and to use the income and principal for the purposes of the Corporation; to execute trusts, establish endowment funds and to form and cause to be formed any other corporation under the laws of the State of Florida for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary to carry out the purposes of the Corporation; to mortgage, or otherwise encumber any of its property or to sell and convey the same; to permit the use of any of its property for religious,

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educational, benevolent, or other lawful purposes; and to contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation, and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which the Corporation is formed.

ARTICLE III.

Membership

The membership of the Corporation shall consist of the persons now holding the offices of Rector, Wardens and Vestry of St. John's Parish at Jacksonville, Florida, and their successors.

ARTICLE IV.

Term

This Corporation shall have perpetual existence. In the event of a dissolution of the Corporation, its assets, after payment of all debts and charges of the Corporation and expenses of dissolution, shall be distributed to the Protestant Episcopal Church in the Diocese of Florida, a corporation not for profit, under such terms and conditions as may be determined to be necessary to carry out the educational purposes of this Corporation and the terms of any trust or contract under which any of the assets of the Corporation so distributed may have been held by this Corporation, and no part of such assets will inure to the benefit of any member, trustee, officer or employee of this Corporation or of such distributee corporation.

ARTICLE V

Meetings

(a) Annual Meetings. - The annual meeting of the Members of the Corporation shall be held in Duval County, Florida, at a suitable place therein to be designated to be held at the time of the regular August meeting of the Rector, Wardens and Vestry of St. John's Parish at Jacksonville, Florida, or at such other time determined by the Chair and Vice-Chair of the Corporation. The Secretary of the Corporation shall give notice in writing of the date and place of each annual meeting to each Member of the Corporation at least five days prior to the date of the meeting. Notice may be waived by the Members as permitted by the laws of the State of Florida.

(b) Special Meetings. - Special meetings of Members of the corporation shall be called by the Secretary of the corporation at the direction of the Chair of the corporation, or the Board of

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Trustees, upon five days' notice in writing to the Members of the corporation of the time and place of such meeting. The subjects to be considered at the meeting shall be specified in the notice, unless, by unanimous consent of the Members present at such meeting, additional subjects are added to the agenda for the meeting. Notice hereunder may be waived by the Members as permitted by the laws of the State of Florida.

(c) Agenda for Annual Meeting. - An agenda for each annual meeting of the Members of the corporation shall be prepared by the Chair of the Board of Trustees and presented by the Secretary at the beginning of each annual meeting. The Members may, by majority vote, amend such agenda as they see fit but all such amendments shall be made prior to consideration of any matter other than the agenda itself.

(d) Quorum. - Nine Members of the corporation shall constitute a quorum for the transaction of business at any annual or special meeting.

(e) Voting. - Each Member shall be entitled to one vote. Each motion and resolution shall require for its adoption the affirmative vote of the majority of the Members present and voting. The Chair shall vote only in case of a tie.

(f) Presiding Officer. - The Vice-Chair of the Board of Trustees shall preside at all meetings of the Members of the corporation.

(g) Minutes. - The minutes of each meeting of Members of the corporation shall be recorded by the Secretary of the corporation and shall be preserved in a Minute Book especially maintained and kept for that purpose.

(h) Adjourned Meetings. - If a quorum is not present at the time and place specified for any meeting, the presiding officer may adjourn the meeting to another day or may adjourn such meeting sine die.

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ARTICLE VI.

Board of Trustees

(a) The Board of Trustees shall consist of twenty-four lay members and one clergy member. The clerical member shall be canonically resident in the Diocese of Florida. Each member (both lay and clergy) shall be entitled to one vote. No employee of this Corporation may be a lay Trustee.

(b) The clergy member of the Board of Trustees shall be the rector of St. John's Parish at Jacksonville, Florida, and the Dean of St. John's Cathedral.

(c) The lay Trustees shall be elected by the Members of the Corporation in the manner prescribed by the By-Laws. At least 50% of the Trustees shall be communicants in good standing of a parish or mission of The Episcopal Church in the United States of America of which not more than twelve of the Trustees shall be communicants in good standing of St. John's Parish. The Bishop of the Diocese of Florida shall be an ex officio nonvoting member of the Board of Trustees.

(d) There shall be four classes of lay Trustees, to be known as Class 1, Class 2, Class 3 and Class 4, respectively, with six Trustees in each class. Upon expiration of the terms of office of lay Trustees, their successors shall be elected for the term of four years each, so that one-fourth of the number of the lay Trustees of the Corporation shall be elected annually. At all times at least two Trustees shall be communicants of St. John's Parish. A Trustee may serve a second four year term upon invitation of the Chair, but no trustee shall serve more than two full four-year terms in immediate succession.

(e) The Chair of the Board shall preside at all meetings of the Board of Trustees unless otherwise herein expressly provided.

(f) The Board of Trustees shall elect all officers of the Corporation as provided in ARTICLE VI-A hereof, other than the Episcopal Visitor; shall see that the provisions of these Articles and the By-Laws of the Corporation are faithfully executed; shall determine the policies governing the School or Schools operated by the Corporation; and shall be responsible to the Members of the Corporation for the operation of the Corporation.

(g) The Board of Trustees shall meet in such regular meetings as the By-Laws may require but not less frequently than once each calendar quarter and in such special meetings as it may determine or as may be called as herein authorized. Where any meeting is held pursuant to not less than five days' written notice, nine members of the Board of Trustees shall constitute a quorum; but in all other cases, thirteen members shall be necessary for a quorum. The minutes of each meeting shall reflect all business transacted thereat. Each member of the Board of Trustees shall have one vote.

(h) The Board of Trustees shall establish an Executive Committee, appoint the members thereof (except as may otherwise be provided herein), and may delegate to such Committee such power, duties and responsibilities of the Board of Trustees as the By-Laws may

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provide or as the Board by Resolution may determine; provided, however, that the Executive Committee shall not have the power to authorize the purchase or sale by the Corporation of real estate valued at \$500,000 or more. The Chair of the Board of Trustees shall be a member and Chair of the Executive Committee.

(i) The Board of Trustees shall provide for such other Standing and Special Committees as it may from time to time determine.

(j) Except as otherwise provided, decisions of the Board of Trustees shall be by majority vote of those present and voting.

ARTICLE VI-A.

Officers and Staff

(a) The Bishop of the Episcopal Diocese of Florida shall be the Episcopal Visitor of any School or Schools operated by the Corporation. The Episcopal Visitor shall be an ex officio member of the Board of Trustees with voice and seat but without a vote; and the Bishop shall have the right and authority to counsel and advise the Board of Trustees.

(b) The Chair of the Board of Trustees shall be the chief executive officer of the Corporation. The Chair shall be directly responsible to the Board of Trustees and shall furnish or cause to be furnished such reports as the Board of Trustees may from time to time require or as the Chair may think appropriate to keep the Board of Trustees informed of the affairs of the Corporation. It shall be the Chair's duty and responsibility to see that the policies established by the Board of Trustees are carried out; and the Chair shall be directly responsible to the Board of Trustees for all operations of the Corporation. The Chair shall have supervision over all officers and employees of the Corporation and may require of them such reports and accountings as the Chair may deem appropriate. The Chair shall have such other duties and responsibilities as may be delegated to the Chair from time to time by the Board of Trustees or as the By-Laws shall provide.

(c) Chair-Elect. The Board of Trustees may elect a Chair-Elect to serve for one school year in advance of an anticipated transition of the Chair of the Board of Trustees.

(d) The Vice-Chair of the Board of Trustees shall be the Rector of the Rector, Wardens and Vestry of St. John's Parish at Jacksonville, Florida. Children of the Vice-Chair and other full-time clergy of the Rector, Wardens and Vestry of St. John's Parish at Jacksonville, Florida qualified for admission to Episcopal School of Jacksonville, limited in number to four at any one time, will be entitled to full tuition remission.

(e) The Head of School shall be a committed and practicing Christian and shall be responsible to the Chair of the Board of Trustees and through the Chair to the Board of Trustees for the academic procedures, discipline and internal administration of any School or Schools operated by the Corporation. The Head of School shall carry out the policies established by the Board of Trustees and shall have such other duties and responsibilities as the By-Laws may provide or as may be assigned to the Head of School from time to time by the Chair of the Board of Trustees.

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The Head of School shall be elected by a majority of the membership of the Board of Trustees. The Board shall approve the terms of the contract of employment for the new Head of School.

(f) The Chaplain shall be responsible for religious instruction of students and faculty and shall be an ordained priest in the Episcopal Church.

(g) The Chancellor shall be the chief legal officer of the Corporation. The Chancellor shall be a person learned in the law who is admitted to practice in the State of Florida. The Chancellor may but need not be a member of the Board of Trustees. The Chancellor shall from time to time as requested to do so serve as legal advisor to the Board, to the Chair of the Board, and to the Headmaster. The Chancellor shall be nominated by the Chair of the Board of Trustees and approved by a majority of the membership of the Board of Trustees.

(h) The Treasurer of the Corporation shall have charge of all funds and all financial affairs of the Corporation and shall be responsible for the maintenance of the financial records of the Corporation. The Treasurer may also have such other duties as the Chair of the Board of Trustees may delegate from time to time.

(i) There shall be a Secretary of the Corporation who shall have the duty of maintaining the Minutes of meetings of the Board of Trustees, and the Executive Committee together with such other duties as the Board of Trustees may from time to time provide. The Board of Trustees may also provide for an Assistant Secretary.

ARTICLE VI-B.

Trustees Emeritus

(a) There shall be a special class of Trustees to be known as Trustees Emeritus. Each Trustee Emeritus shall be elected by the Members of the Corporation upon the advice of the Board of Trustees in the manner prescribed in the By-Laws for the election of lay Trustees. Each Trustee Emeritus shall be elected for life. Such election shall be the highest honor the Corporation can confer upon an individual and shall be made in recognition of outstanding services rendered by such individual to any School or Schools operated by the Corporation. There shall be no designated number of Trustees Emeritus.

(b) Within ninety days after the appointment of a Trustee Emeritus, the Chair of the Board of Trustees shall call a special Convocation for the award of the honor and the installation of the recipient as a Trustee Emeritus.

ARTICLE VI-C

Honorary Trustees

(a) The Board of Trustees shall have the power and authority to appoint Honorary Trustees. The appointment shall be made in recognition of outstanding services rendered to any

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School or Schools operated by the Corporation. Each such appointment shall be for life, unless removed by the Board of Trustees.

(b) Within ninety days after the appointment of an Honorary Trustee the Chair of the Board of Trustees shall call a special Convocation for the award of the honor and the installation of the recipient.

ARTICLE VI-D.

Prohibition Against Discrimination

In achieving the purposes set forth in Paragraph (c) of ARTICLE II or elsewhere in the Certificate of Incorporation, there shall not be any discrimination against any student of the school, or against any applicant for admission, or against any applicant for scholarship or other financial aid, by reasons of race, color, ethnic origin, creed or sex.

ARTICLE VII.

By-Laws

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Board of Trustees in the manner prescribed by such By-Laws.

ARTICLE VIII.

Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation shall be approved by the Board of Trustees, proposed by them to the members, and approved at any meeting of the Membership by a two-thirds vote of the Members present, providing not less than 10 days' notice in writing shall have been given to all of the Members setting forth the proposed amendment.

ARTICLE IX.

Miscellaneous

(a) 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

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transaction" which would disqualify the Corporation as an "exempt corporation" within the meaning of said Internal Revenue Code.

(b) 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 WITNESS WHEREOF, Episcopal School of Jacksonville, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its Chancellor this 22nd day of February, 2021.

EPISCOPAL SCHOOL OF
JACKSONVILLE, INC.

By: Stephen D. Busey

Stephen D. Busey
Its Chancellor

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