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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ACADEMY OF THE HOLY NAMES OF FLORIDA, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ACADEMY OF THE HOLY NAMES  
OF FLORIDA, INC.**

Academy of the Holy Names of Florida, Inc., a Florida corporation not-for-profit, duly organized under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

The name of this Corporation is ACADEMY OF THE HOLY NAMES OF FLORIDA, INC.

**ARTICLE II**

The address of the principal office and mailing address of the Corporation shall be 3319 Bayshore Boulevard, Tampa, Hillsborough County, Florida, or any such other place the Board of Trustees may determine from time to time.

**ARTICLE III**

The purpose for which the Corporation is organized is to promote education and religion, and specifically:

- a. To support and assist in carrying out the apostolic mission of the Roman Catholic Order of the Congregation of the Sisters of the Holy Names and Jesus and Mary (the "Order"), in accordance with appropriate canonical mandates.
- b. Act as an independent Catholic school founded and guided by the Sisters of the Holy Names of Jesus and Mary.
- c. For any other purpose otherwise permitted under the Florida Not for Profit Corporation Act (hereinafter the "Act"), § 617.001 et seq., Fla. Stat.

In general the Corporation shall have the power to do any and all acts and things to the same extent as a natural person could do in any part of the world and to exercise any and all of its corporate powers and rights both within the State of Florida as well as in other states, territories and areas within the United States of America, and in any foreign country or countries.

In addition to the foregoing powers, the Corporation shall have all the powers granted by the laws of the State of Florida to corporations of the charter of this Corporation, and the

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enumeration of the foregoing powers shall not be construed as a limitation upon any powers granted by the las of the State of Florida.

In addition to the rights and powers of the Member set forth herein, the Member shall have certain additional rights and powers set forth in the Bylaws of the Corporation

**ARTICLE IV**

The Corporation shall have one member identified in the Bylaws of the Corporation (the "Member").

**ARTICLE V**

The Corporation shall have perpetual existence.

**ARTICLE VI**

The officers of the Corporation as provided by the Bylaws of the Corporation shall elected in the manner set forth in the Bylaws of the Corporation.

**ARTICLE VII**

The Board of Trustees of the Corporation shall be composed of at least three but not more than nineteen members. All Board members shall be elected or appointed as set forth in the Bylaws of the Corporation.

**ARTICLE VIII**

The Board of Trustees may provide such Bylaws for the conduct of the business and affairs of the Corporation as they may deem necessary from time to time; subject to the provisions of Article III, such Bylaws may be made, amended, altered, or repealed by the affirmative vote of at least two-thirds of the entire Board of Trustees.

**ARTICLE IX**

These Articles of Incorporation may be amended only by a resolution adopted by the majority vote of the Board of Trustees, which resolution shall set forth the proposed amendment and direct that it be submitted to the Member for approval. Amendments to these Articles of Incorporation shall not be effective until approved by the Member in writing.

**ARTICLE X**

To the full extent that the Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of members (and their respective

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directors, trustees, officers, council members, employees, agents and affiliates) of a not-for-profit corporation, a member (and their respective directors, trustees, officers, council members, employees, agents and affiliates) of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a member (or their respective directors, trustees, officers, council members, employees, agents and affiliates, as applicable). Any amendments to or repeal of this Article shall not adversely affect any right or protection of a member (or their respective directors, trustees, officers, council members, employees, agents and affiliates) of the Corporation for or with respect to any acts or omissions of such member (their respective directors, trustees, officers, council members, employees, agents and affiliates) of the Corporation occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of members (and their respective directors, trustees, officers, council members, employees, agents and affiliates) of a not-for-profit corporation, then the liability of a member (and its their respective directors, trustees, officers, council members, employees, agents and affiliates) of the Corporation shall be eliminated or limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the Corporation.

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The Corporation shall indemnify the Sisters of the Holy Names of Jesus and Mary of the U.S. – Ontario Province (the “Sisters”), the Member and each of their respective directors, trustees, officers, council members, employees, agents and affiliates (together, the “Indemnified Parties”) who are or were parties or who are threatened to be made parties to any proceeding against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding in accordance with, and subject to the limitations prescribed by, the Act and applicable law. In connection with the foregoing, the Corporation may pay for or reimburse the reasonable expenses incurred by such Indemnified Party who is a party to a proceeding in advance of final disposition of the proceeding to the full extent allowed under the Act.

Subject also to the provisions of the Act and applicable law, the Board of Trustees shall cause the Corporation to purchase and maintain insurance on behalf of the Indemnified Parties (to the extent reasonably available) and may, in its discretion, cause the Corporation to purchase and maintain insurance on behalf of its directors, trustees, officers and/or employees (or any portion of the foregoing), in each case, against any liability asserted against or incurred by them in their capacity as members (or any member’s directors, trustees, officers, council members, employees, agents and affiliates), directors, trustees, officers, agents or employees (as applicable), or arising out of their status as such and, if allowable under applicable law, irrespective of whether the Corporation would have the power to indemnify against such liability.

The Corporation shall pay for or reimburse the reasonable expenses incurred by any Indemnified Party who is a party to a proceeding in advance of final disposition of the proceeding to the full extent allowable under the Act.

ARTICLE XI

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The registered office of the Corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa Florida, 33602, and the registered agent of the Corporation shall be TK Registered Agent, Inc. The Corporation shall have the right to change such registered agent and registered office as provided by law.

**ARTICLE XII**

The Corporation is not being formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of its directors, its officers, or any private individual except to the extent permitted under the Florida Not For Profit Corporation Act. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Upon the dissolution of the Corporation, all of its property and assets remaining after payment of its debt and costs and expenses of such dissolution shall be distributed to the ministerial public juridic person, Holy Names Educational Ministries, or its successor, for use for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax law. If, upon dissolution, the ministerial public juridic person, Holy Names Educational Ministries or its successor, are not in existence or are not organizations described in Section 501(c)(3) of the Internal Revenue Code, the property remaining after providing for debts and costs and expenses of the Corporation shall be distributed, in conformity with the Canon Law of the Roman Catholic Church, to an organization or organizations affiliated with the Sisters of the Holy Names of Jesus and Mary and exempt under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees may determine.

**ARTICLE XIII**

These restated Articles of Incorporation were duly adopted by the Member of the Corporation, and any amendments included herein have been authorized by the Board of Trustees and by the affirmative vote of the Member voting at a membership meeting called for the purpose of considering such amendments, and there is no discrepancy between the existing Articles of Incorporation and these restated Articles of Incorporation other than the inclusion of such amendments.

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IN WITNESS WHEREOF, the undersigned as a duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of Academy of the Holy Names of Florida, Inc., for the uses and purposes therein expressed this 15<sup>th</sup> day of June, 2024.

ACADEMY OF THE HOLY NAMES OF FLORIDA, INC.

By:   
Kalfida Campbell, Secretary

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