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EPISCOPAL SCHOOL OF JACKSONVILLE FOUNDATION, INC.

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Amended &
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Art.

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
EPISCOPAL SCHOOL OF JACKSONVILLE FOUNDATION, INC.
A Not-For-Profit Corporation**

A. The name of the corporation is Episcopal School of Jacksonville Foundation, Inc. (the "Corporation").

B. The Articles of Incorporation were first filed with the Florida Secretary of State on December 21, 1966 and assigned Florida Document Number 711993. They were amended and restated on June 29, 1987 and on August 15, 1991 and were amended on September 28, 2011.

C. The Board of Directors and the members of the Corporation approved the following Amended and Restated Articles of Incorporation as of March 23, 2021, in accordance with the provisions of §§ 617.1002 and 617.1007, Florida Statutes:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EPISCOPAL SCHOOL OF JACKSONVILLE FOUNDATION, INC.**

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ARTICLE I – NAME

The name of the Corporation is Episcopal School of Jacksonville Foundation (hereinafter referred to in these amended and restated articles of incorporation as the "Foundation").

ARTICLE II – PRINCIPAL OFFICE

The street and mailing address of the Foundation is 4455 Atlantic Blvd., Jacksonville, FL 32207.

ARTICLE III – REGISTERED AGENT AND ADDRESS

The name and street address of the registered agent are Stephen D. Busey, One Independent Drive, Suite 3300, Jacksonville, FL 32202.

ARTICLE IV – PURPOSES

The purposes for which the Foundation is organized are:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the support, development, and expansion

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of Episcopal School of Jacksonville, Florida, the school owned by Episcopal School of Jacksonville, Florida, Inc., a Florida foundation not for profit.

No part of the net earnings of the Foundation shall enure to the benefit of any member, director, or officer of the Foundation, or any private individual (except reasonable compensation may be paid for services rendered to or for the foundation effecting one or more of its purposes), and no member, trustee, or officer of the Foundation and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its Regulations as they now exist or they may hereafter be amended.

Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed to the Protestant Episcopal Church in the Diocese of Florida, a Florida foundation not for profit, or if for any reason such latter foundation cannot or will not receive such assets, then the same shall be distributed to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

As a means of accomplishing the foregoing purposes, the Foundation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes, any property, both real and personal, of whatever kind, nature, or description, and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Foundation for monies borrowed or in payment for property acquired or for any of the other purposes of the Foundation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon,

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assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Foundation, wherever situated, whether now owned or hereafter to be acquired,

4. To invest and reinvest its funds in such stocks, common or preferred, bonds, debentures, or in such other securities, property funds or limited partnerships as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a foundation organized for the purposes hereinafter set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Foundation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Foundation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE V – MEMBERSHIP

The membership of the Foundation shall be the Board of Trustees of Episcopal School of Jacksonville, Florida, Inc.

ARTICLE VI – EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE VII – MANAGEMENT

The affairs of the Foundation shall be managed by a Board of Directors, comprised of not less than five members. The Board of Directors shall be elected by the membership of the Foundation at the time and in the manner prescribed by the by-laws of the Foundation. Not more than two members of the Board will be a member of the Board of Trustees of Episcopal School of Jacksonville, Florida, Inc. There shall be elected from the Board of Directors the following officers: A chairman, a vice-chairman, a secretary-treasurer, and such other officers as the Board of Directors may deem proper. All of such officers of the Foundation shall be annually elected by the Board of Directors from among the Board membership. One individual may hold two such offices, except that the chairman or vice-chairman shall not also be the secretary or assistant secretary of the Foundation. Vacancies, if and when occurring for any reason in any office other than that of the chairman, may be filled by the Board of Directors.

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The Board of Directors shall have the power to appoint an Executive Committee, composed of members of the Board, and to fix a quorum for such committee. The Executive Committee shall have all the authority of the Board in the intervals between meetings of the Board.

ARTICLE VIII – FIRST OFFICERS

The names of the officers who are to serve until the first election under these Articles of Incorporation are as follow:

The Very Reverend Robert Ray Parks	Chairman
Lucius A. Buck	Vice Chairman
23Horace R. Drew, Jr.	Secretary
William H. Walton, Jr.	Treasurer

ARTICLE IX – FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), including the Chairman, and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follow:

<u>Name</u>	<u>Address</u>
Robert Ray Parks	1807 Challen Avenue Jacksonville, Florida 32205
Lucius A. Buck	326 Ocean Boulevard Atlantic Beach, Florida
Horace R. Drew, Jr.	861 Waterman Road Jacksonville, Florida 32207
William H. Walton, Jr.	3811 McGirts Boulevard Jacksonville, Florida 32210

ARTICLE X – BY-LAWS

The by-laws of the Foundation are to be made, altered, or rescinded by the Board of Directors in the manner prescribed by such by-laws.

ARTICLE XI – AMENDMENT TO ARTICLES OF INCORPORATION

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

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IN WITNESS WHEREOF, Episcopal School of Jacksonville Foundation, Inc., has caused these Amended and Restated Articles to be signed in its name by its Chancellor this 23rd day of March, 2021.

EPISCOPAL SCHOOL OF
JACKSONVILLE FOUNDATION, INC.

By: Stephen D. Busey
Name: Stephen D. Busey
Title: Chancellor


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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE EPISCOPAL SCHOOL OF JACKSONVILLE FOUNDATION, INC., SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is Episcopal School of Jacksonville Foundation, Inc.
2. The name and address of the registered agent and office are Stephen D. Busey, One Independent Drive, Suite 3300, Jacksonville, FL 32202.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Stephen D. Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Stephen D. Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the his position as registered agent as provided for in Chapter 617, F.S.



Stephen D. Busey

Date: April 26, 2021

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