

715097

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000336335 3))



H180003363353ABC%

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.  
Account Number : 076666002140  
Phone : (727)461-1818  
Fax Number : (727)441-8617

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE CANTERBURY SCHOOL OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

18 NOV 27 PM 12:04

FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CANTERBURY SCHOOL OF FLORIDA, INC.  
(A Corporation Not For Profit)

Pursuant to the Florida Not for Profit Corporations Act, **THE CANTERBURY SCHOOL OF FLORIDA, INC.**, a Florida not for profit corporation (the "Corporation"), does hereby adopt the following Amended and Restated Articles of Incorporation.

**FIRST:** The name of the Corporation is: The Canterbury School of Florida, Inc.

**SECOND:** The Corporation was originally incorporated, and the original Articles of Incorporation of the Corporation were filed with the Florida Department of State, on August 13, 1968, and subsequently amended January 13, 1969, and further amended and restated November 18, 1980.

**THIRD:** The document number of the Corporation is: 715097.

**FOURTH:** The Articles of Incorporation of the Corporation are hereby further amended and restated in their entirety and replaced with the following:

**"ARTICLE I.  
NAME**

The name of the Corporation shall be: THE CANTERBURY SCHOOL OF FLORIDA, INC.

**ARTICLE II.  
PRINCIPAL OFFICE**

The street address and the mailing address of the principal office of the Corporation is 990 62<sup>nd</sup> Avenue NE, St. Petersburg, Florida 33702.

**ARTICLE III.  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV.  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and its principal purpose shall be the educational in nature, specifically to plan, organize,

establish, finance, and operate a non-profit school, or schools, related to and affiliated with the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or other such Diocese of said Church of which Pinellas County may, from time to time, form a part, and to carry out educational programs in connection therewith and any and all educational programs related or incidental thereto.

Any school owned or operated by the Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. The Corporation and its school shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan program, and athletic and other school-administered programs.

#### **ARTICLE V. POWERS**

This Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VI. DISSOLUTION**

No trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, pay over and distribute all of the assets of the Corporation to the Diocese of Southwest Florida, Incorporated, of the Protestant Episcopal Church in the United States of America, or such other Diocese of said Church of which Pinellas County may, from time to time, form a part (collectively, the "Diocese"), and they shall be applied exclusively for educational purposes or for such other purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In the event the Diocese is not exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, then such assets shall be distributed to such other organization or organizations organized and operated

exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII.**  
**NO STOCK; NO MEMBERS**

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock.

This Corporation shall have no members and shall not issue member certificates.

**ARTICLE VIII.**  
**BOARD OF TRUSTEES**

Control of the affairs of the Corporation shall initially be vested in the Board of Trustees consisting of not less than seven (7) Trustees, who shall be elected and shall serve as a member of the Board of Trustees in the manner as provided in the Bylaws. The number of Trustees may be, as provided in the Bylaws, increased or decreased, but shall never be less than seven (7) Trustees. The Board of Trustees shall be a self-perpetuating body and new Trustees shall be elected by the ongoing Trustees at their annual meeting in accordance with the Bylaws. Vacancies on the Board of Trustees shall be filled in the manner as provided in the Bylaws. Any member of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the expiration of the term of the Trustee whose place is vacant. The Board of Trustees may be organized into one (1) or more separate categories of Trustees as provided in the Bylaws. The names and addresses of the members of the Board of Trustees who are serving as of the date of these Articles and who shall serve until their successors are duly elected and qualified (in accordance with the Bylaws) are:

Aaron C. Dobiesz  
1011 13<sup>th</sup> Street N  
St. Petersburg, FL 33705

James W. Donatelli  
356 Belleair Drive NE  
St. Petersburg, FL 33704

Mark F. Dubina  
1700 72<sup>nd</sup> Avenue NE  
St. Petersburg, FL 33702

Marion Hale  
7201 Demens Drive S  
St. Petersburg, FL 33712

W. Robb Hough, Jr.  
400 Coffee Pot Riveria  
St. Petersburg, FL 33704

Elizabeth C. Hyden  
515 Brightwaters Boulevard NE  
St. Petersburg, FL 33704

Andrew Klymenko  
400 Cordova Boulevard NE  
St. Petersburg, FL 33704

Daniel J. Leeper  
2601 7<sup>th</sup> Street N  
St. Petersburg, FL 33704

Steven W. McMullen  
690 Apalachee Circle NE  
St. Petersburg, FL 33702

Susan L. Ochstein  
125 Cordova Boulevard NE  
St. Petersburg, FL 33704

Marc A. Sawyer  
625 52<sup>nd</sup> Avenue N  
St. Petersburg, FL 33703

Susan C. Hanna  
902 Marco Drive NE  
St. Petersburg, FL 33702

#### **ARTICLE IX. INFORMAL ACTION**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

#### **ARTICLE X. BYLAWS**

The Board of Trustees shall make, and shall have the power to amend or repeal, the Bylaws of the Corporation.

#### **ARTICLE XI. REGISTERED OFFICE AND AGENT**

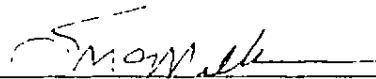
The registered office of the Corporation shall be: 990 62<sup>nd</sup> Avenue NE, St. Petersburg, FL 33702. The registered agent shall be: McQuaig H. Hall. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

#### **ARTICLE XII. AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by the Board of Trustees and such amendments may be proposed and adopted in the manner provided in the Bylaws."

**FIFTH:** The foregoing Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Trustees of the Corporation pursuant to a written consent of the Board of Trustees, dated September 6, 2018, wherein the Board of Trustees of the Corporation unanimously approved the Amended and Restated Articles of Incorporation and such amendment was consented to (therein) by the Bishop of the Diocese. The Corporation either has no members or the members are not entitled to vote on the amendment of the Articles of Incorporation of the Corporation.


IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 6<sup>th</sup> day of September, 2018.

  
Steven W. McMullen, as its President

**ACCEPTANCE AND ACKNOWLEDGMENT**

Pursuant to §617.0501, Florida Statutes, I agree to act as registered agent for the above Corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §617.0503, Florida Statutes.

Dated this 6<sup>th</sup> day of September, 2018.

  
McQuaig H. Hall, Registered Agent

4871618