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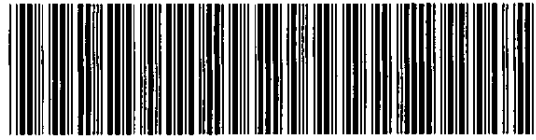
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Amended And Restated Art

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 FEB -5 AM 10:16





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February 2, 2009

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Berkeley Preparatory School, Inc.
Document No. 718233

Dear Secretary:

Please find enclosed Amended and Restated Articles of Incorporation as they relate to the above referenced document number.

I have also enclosed a check in the amount of \$43.75, reflecting the \$35.00 filing fee and \$8.75 for the return of a *certified copy* of this document. I have enclosed an envelope for the convenient return of the certified copy.

Should you have any questions or concerns, please do not hesitate to contact me.

With regards,


Brett D. Divers

BDD/lac
Encs.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BERKELEY PREPARATORY SCHOOL, INC.
(A corporation not-for-profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB -5 AM 10:16

The Board of Trustees of Berkeley Preparatory School, Inc., a corporation not-for-profit since its incorporation on March 24, 1970 (the "Corporation"), (a) having duly adopted amendments to each of the Items of its original Articles of Incorporation being retained within these Amended and Restated Article; having omitted from such original Articles Item VII and a portion of Items 8.01 and 9.01 which, in each case, contained information of historical significance only; having redesignated each of the retained Items as Articles and deleted numerical references within each such Article; and having restated and integrated the remaining Items contained in the original Articles without thereby creating any discrepancy between the original Articles and the provisions of these Amended and Restated Articles except as caused by the above referenced amendments, omissions and redesignations; (b) having effected such actions in accordance with the provisions sections 617.0141 and 617.0202, *Florida Statutes*, there having been properly noticed and conducted, on August 25, 2008, a special meeting of the Board of Trustees, sitting both as such Board and as the exclusive membership of the Corporation, at which meeting a resolution setting forth such amendment and restatement was considered and adopted at a regular meeting of such Board and membership convened on August 25, 2008, at which the advisability of its approval by the Corporation's membership was also declared and such approval by vote of a majority of the Corporation's membership was granted; and (c) having obtained the annexed consent to such action of the Diocesan Council of the Diocese of Southwest Florida of the Episcopal Church, the same being a requirement of the Corporation's original Articles of Incorporation; hereby certifies that the following material constitutes the Corporation's Amended and Restated Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be BERKELEY PREPARATORY SCHOOL, INC. Pending any change authorized by the Corporation's Board of Trustees, its activities shall be conducted at 4811 Kelly Road, Tampa, Florida 33615.

ARTICLE II

Purposes

A. General

The general purposes for which the Corporation has been formed are:

1. To establish and maintain a secondary coeducational school dedicated to providing the best possible environment within which to nurture the intellectual, emotional, spiritual and physical development of each student; to aid students attending the school to achieve academic excellence in preparation for higher education, and to instill in them a strong sense of morality, ethics and social responsibility so that they may eventually attain their highest potential as human beings; to offer a challenging and demanding curriculum which will stress the importance of religious values and will provide comprehensive programs in the sciences, fine arts and athletics; and to promote the moral and spiritual values of the Christian tradition as professed by the doctrines of the Protestant Episcopal Church in the United States of America.

2. To disseminate the aims and activities of the Corporation to the general public in a manner intended to invoke public involvement and support.

3. To charge and collect tuition and other appropriate fees in exchange for the educational services to be provided, to solicit both restricted and unrestricted contributions and donations from the community at large, to prudently invest all funds received and, its discretion or in accordance with any restrictions placed on contributions accepted, to disburse the net interest and other earnings that may be received, as well as needed portions of its principal, in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

4. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

B. Restrictions:

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for charitable or educational purposes, and so that no part of the net earnings of the Corporation will in any event enure to the personal benefit of any member of the Corporation or to any organization or other individual; provided, however, that a reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made in furtherance of the objects and purposes of the Corporation.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501 (c) (3), Internal Revenue Code of 1986, as now or

hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of whom consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

No real property, title to which is held by or for the use of the Corporation, shall be encumbered, sold, alienated, transferred or conveyed without the prior approval of the Bishop and the Diocesan Council of the Episcopal Diocese of Southwest Florida. No such approval, if given, shall be deemed to impose any liability upon the referenced Diocese.

ARTICLE III

Membership

The membership of the Corporation shall be composed of those persons admitted in the manner provided in the Bylaws of the Corporation.

ARTICLE IV

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board of Trustees, the precise size of which shall be fixed by the By-Laws of the Corporation, but (a) a substantial number of which (the precise number of which shall be set forth in the Bylaws of the Corporation) shall at all times be communicants of the Episcopal Church, and (b) two members of which shall at all times be the President of the Berkeley Preparatory School Alumni Association and the President of the Berkeley Preparatory School Parents Association. All other members of the Board shall be elected in the manner and for the terms prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified.

The internal organization of the Board shall involve the election from among its membership of a Chairman, Vice Chairman, Secretary, Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such offices to be filled by vote of the Board of Trustees and such officers to hold office until their successors are duly elected and qualified; provided that the election and seating of the Chairman shall be subject to the approval of the Bishop of the Episcopal Diocese of Southwest Florida. No two or more of the four offices expressly

identified above may be held by the same individual. The officers of the Corporation shall have such duties as may be specified by the Board or the By-Laws of the Corporation and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Corporation.

ARTICLE VI

Bylaws

The Board of Trustees of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular or special meeting called for that purpose, or by a greater number of members if so required by the Bylaws.

ARTICLE VII

Amendments

Upon proper notice, these Amended and Restated Articles of Incorporation may be further amended by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose, but only if and to the extent that each such amendment is consented to by the Bishop and Diocesan Council of the Episcopal Diocese of Southwest Florida.

ARTICLE VIII

Distributions Upon Liquidation or Dissolution

Upon dissolution of the Corporation, or upon a liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to the Diocesan Council of the Episcopal Diocese of Southwest Florida or its successor, subject always to the specific condition that such assets shall be used to support private secondary education within any one or more of Hillsborough, Pinellas and Pasco Counties, Florida.

ARTICLE IX

Worship Program

Services of the Episcopal Church are to be used in any worship program conducted by any school operated by the Corporation.

IN WITNESS WHEREOF, the Corporation has made this Certificate under the signature of its President and Chairman and the attestation of its Secretary this 25th day of August, 2008

BERKELEY PREPARATORY
SCHOOL, INC.

By:


James Cantonis, Chairman

Attest:

By:



STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ PINELLAS

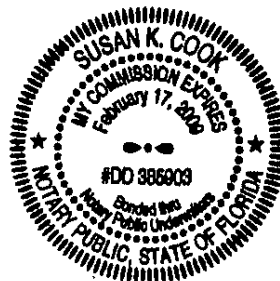
I HEREBY CERTIFY that on this 25th day of August, 2008 before me, the undersigned authority, personally appeared, James Cantonis, Chairman of Berkeley Preparatory School, Inc., to me well known and known to me to be the person who signed and executed the foregoing instrument, and who acknowledged before me that he executed the same on behalf of and as the act and deed of said corporation, freely and voluntarily, for the uses and purposes therein expressed, and that the facts stated therein are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me the day and year aforesaid.


Notary Public

State of Florida at Large

My Commission Expires:



Annexed Consent to
Amendment and Restatement

Acting pursuant to the provisions of Item 11.01 of the Articles of Incorporation of Berkeley Preparatory School, Inc., a Florida corporation not for profit ("Berkeley"), the Diocesan Council of the Episcopal Diocese of Southwest Florida hereby consents to the action taken by the Board of Trustees of in amending and restating Berkeley's Articles of Incorporation in the manner set forth in the material to which this Consent is annexed.

Date: Nov. 14, 2008

Diocesan Council of the Episcopal
Diocese of Southwest Florida

By: A handwritten signature in black ink, appearing to read 'Darney T. Smith', written over a horizontal line. A small '+' symbol is positioned above the first letter of the signature.

DARNEY T. SMITH
Bishop of the Episcopal Diocese
Of Southwest Florida