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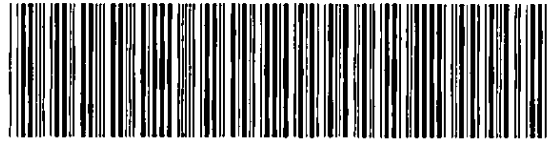
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SECTION 15.1, FLD 100A





BERKELEY

PREPARATORY SCHOOL

Office of the Headmaster

September 27, 2024

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Berkeley Preparatory School, Inc.
Document Number 718233

Dear Secretary,

Please find enclosed: Amended and Restated Articles of Incorporation of Berkeley Preparatory School, Inc., as they relate to the above referenced document number.

Also enclosed is a check in the amount of \$43.75, which includes the \$35.00 filing fee and \$8.75 for the return of a *certified copy* of the document. An envelope is included for the convenient return of the *certified copy*.

If you have any questions or concerns, please feel free to call me.

Sincerely,

Angelika Des Rosier
Executive Assistant to the Headmaster

Enclosures

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

The Board of Trustees of Berkeley Preparatory School, Inc. (the "Corporation"), originally adopted Articles of Incorporation on March 24, 1970. The Corporation has Amended and Restated the Articles of Incorporation at various times all of which is integrated in the Amended and Restated Articles of Incorporation dated February 5, 2009 and September 21, 2020. In accordance with Chapter 617, Florida Statutes, on May 6, 2024, at a properly noticed and scheduled meeting, the Board of Trustees voted unanimously to conform the Amended and Restated Articles of Incorporation dated September 21, 2020, to the Corporation's By-Laws adopted at the same meeting and to adopt the amendments stated herein, subject to the consent of the Bishop and the Diocesan Council of the Episcopal Diocese of Southwest Florida. The Corporation hereby certifies that the unanimous vote of the Board of Trustees to adopt the amendments stated herein is sufficient for approval and that the following statements in their entirety constitute the Corporation's Amended and Restated Articles of Incorporation, as of the date filed with the Division of Corporations of the State of Florida:

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 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

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NINTH JUDICIAL CIRCUIT
TAMPA, FLORIDA

sciences, arts and athletics; and to promote the moral and spiritual values of the Christian tradition as professed by the Episcopal Church.

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 inure 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 By-Laws 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. The Board of Trustees shall at all times include the incumbent President of the Alumni Executive Committee of the Berkeley Preparatory School Alumni Association. All members of the Board shall be elected and hold office for the terms prescribed in the By-Laws.

The internal organization of the Board shall involve the election from among its membership of a Chair, Chair-Elect, if serving, Vice Chair, 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 as proscribed by the By-Laws; 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

By-Laws

The Board of Trustees of the Corporation shall adopt such By-Laws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the By-Laws, 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 By-Laws.

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 22 day of July, 2024.

BERKELEY PREPARATORY
SCHOOL, INC.

By: Amy Ross MD
Amy Ross MD, Chairman

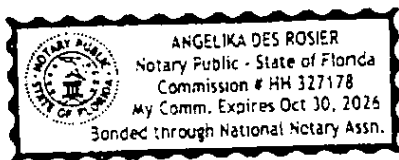
Attest: Elizabeth Frazier '90
By: Elizabeth Frazier '90
Elizabeth Frazier '90, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, by means of a ☒ physical presence or ☐ online notarization, this 22 day of July, 2024, by Amy Ross MD as Chairman of Berkeley Preparatory School, Inc., on behalf of the corporation.

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: _____



Angelika Des Rosier
Signature of Notary Public

Angelika Des Rosier
Print Name of Notary Public

Commission No. HH 327178
Commission Expires: Oct 30, 2026

Annexed Consent to
Amended and Restated Articles of Incorporation

The Diocesan Council of the Episcopal Diocese of Southwest Florida, by its Bishop, Douglas Scharf, hereby consents to the Amended and Restated Articles of Incorporation of Berkeley Preparatory School, Inc., to which this Consent is annexed.

Date: July 11, 2024

Diocesan Council of the Episcopal Diocese of Southwest Florida
By: Douglas Scharf

+ Douglas F. Scharf
Its: Bishop of the Episcopal Diocese of Southwest Florida