

723169

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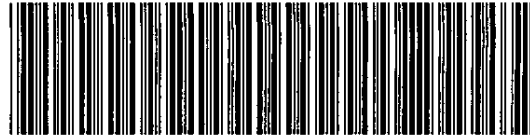
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AUG 24 2015

C McNAIR

**COBB & COBB, P.A.**

Attorneys at Law  
431 Stowe Avenue  
Orange Park, FL 32073

Richard W. Cobb

E-Mail: richardwcobb@comcast.net

Tel.: (904) 269-5800

Mary C. Cobb

Fax: (904) 264-2583

August 17, 2015

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Articles of Amendment – Grace Parish Day School, Inc.

To Whom It May Concern:

Enclosed is the completed Cover Letter form, the original and one copy of the Articles of Amendment of Grace Parish Day School, Inc. changing the name to Grace Episcopal Day School, Inc., and a check for \$43.75 for the filing fee and a certified copy return.

If you have any questions, please just give me a call.

Very truly yours,

*Richard W. Cobb/mc*  
Richard W. Cobb

RWC/sh

Enclosures

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15 AUG 20 PM 6:50

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GRACE PARISH DAY SCHOOL, INC.

DOCUMENT NUMBER: 723169

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RICHARD W. COBB  
(Name of Contact Person)

COBB & COBB, P.A.  
(Firm/ Company)

431 STOWE AVENUE  
(Address)

ORANGE PARK, FL. 32073  
(City/ State and Zip Code)

lmeekins@geds.net  
E-mail address: (to be used for future annual report notification)

lower case L, not a 1

For further information concerning this matter, please call:

RICHARD W. COBB at (904) 269-5800  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

15 AUG 20 PM 6:52

FILED

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GRACE PARISH DAY SCHOOL, INC.  
(A Florida Corporation, Not for Profit)

FILED  
15 AUG 20 PM 6:52  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

In compliance with the requirements of ARTICLE IX of the Articles of Incorporation of GRACE PARISH DAY SCHOOL, INC., and with Sections 617.1002, 617.1006 and 617.0201, Florida Statutes, at a special meeting of the members of the corporation held on May 26, 2015, the following amendments to the Articles of Incorporation of GRACE PARISH DAY SCHOOL, INC. were adopted by the members, and the number of votes cast was sufficient for approval. Accordingly, the following Articles of Incorporation of GRACE PARISH DAY SCHOOL, INC. are amended to read as follows:

ARTICLE I - NAME

The name of the corporation shall be: GRACE EPISCOPAL DAY SCHOOL, INC.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to operate an Episcopal Day School, as a ministry of Grace Episcopal Church in Orange Park, Florida under the supervision of its Rector, Wardens and Vestry, and under the authority of "The Episcopal Church in the Diocese of Florida, Inc."

ARTICLE III - MEMBERS

The members of this corporation shall be the Rector, Wardens and Vestry of Grace Episcopal Church, Orange Park, Florida, and their successors in office.

#### ARTICLE VI – OFFICERS

The Officers of this corporation shall be a chairperson, a secretary and a treasurer, selected in the manner and for the term of office provided in the By-Laws.

#### ARTICLE VII – DIRECTORS

The business affairs of this corporation shall be managed by a board of directors a/k/a a Board of Trustees and shall consist of no less than three persons. The method of election to membership on the board shall be set forth in the By-Laws but all elected board members shall be subject to annual approval by the Vestry of Grace Episcopal Church. The vestry of Grace Episcopal Church may appoint members to the board from time to time and the Chairman of the Board shall be appointed annually by the Rector of Grace Episcopal Church subject to the approval of the Vestry of Grace Episcopal Church.

#### ARTICLE VIII – BY LAWS

The members of this corporation shall have the exclusive right to establish By-Laws for the conduct of the business of this corporation, and to amend those By-Laws.

#### ARTICLE IX – AMENDMENTS

These Articles of Incorporation may be amended by the members in the manner set forth in the By-Laws.

#### ARTICLE X – LOCATION

The principal place of business and the mailing address of this corporation shall be:  
156 Kingsley Avenue  
Orange Park, Florida 32073

#### ARTICLE XI – DISSOLUTION/NON-PROFIT STATUS

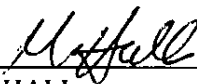
Upon the dissolution of the corporation, the assets of the corporation shall be distributed to THE EPISCOPAL CHURCH IN THE DIOCESE OF FLORIDA, INC., a 501(c)(3) organization, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future law.

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The undersigned Chairman of the Board of Directors/Trustees, as the presiding officer of this corporation, has executed these Articles of Amendment this 21<sup>st</sup> day of July, 2015.

  
\_\_\_\_\_  
MIKE HALL,  
Chairman of the Board of Directors/Trustees

REGISTERED AGENT

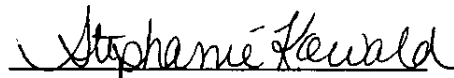
NAME: Stephanie Kowald

Address: 156 Kingsley Avenue  
Orange Park, FL 32073

ACCEPTANCE OF REGISTERED AGENT

Having been appointed by GRACE EPISCOPAL DAY SCHOOL, INC., pursuant to the provisions of Section 617.0501, Florida Statutes, as Registered Agent of said corporation on whom process may be served at the Registered Office of said corporation, 156 Kingsley Avenue, Orange Park, Florida 32073, I hereby certify that I am familiar with the obligations of this position as set forth in Section 617.0503, Florida Statutes, and I hereby accept the appointment as Registered Agent for this corporation and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21<sup>st</sup> day of July, 2015.



Stephanie Kowald, Registered Agent