

11/29/2011 11:48 FAX 8132212900

HILL WARD & HENDERSON

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Division of Corporations

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JESUIT HIGH SCHOOL OF TAMPA, INC.**

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Amend & Restated
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
JESUIT HIGH SCHOOL OF TAMPA, INC.**

Pursuant to Section 617.1007, Florida Statutes, Jesuit High School of Tampa, Inc. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation (the "Articles of Incorporation"). Any amendments included in these Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the Articles of Incorporation, as previously amended, and these Amended and Restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 617.1007(4), Florida Statutes, and the omission of some matters of historical interest.

The original name of the corporation was St. Louis Catholic, Benevolent and Educational Association, Inc., and it was originally incorporated on July 13, 1895. The Corporation was reincorporated on September 20, 1973 as St. Louis Catholic, Benevolent and Educational Association, Inc., a non-profit Corporation. Pursuant to Section 617.1007(2), Florida Statutes, be it known that the Corporation became known under its present name of Jesuit High School of Tampa, Inc. pursuant to an Amendment to the Articles of Incorporation filed with the Florida Department of State on February 24, 1986. A second Corporation, also named St. Louis Catholic, Benevolent and Educational Association, Inc., was incorporated on February 26, 1986. The two corporations were merged into one corporate form, with Jesuit High School of Tampa, Inc. as the surviving corporation, pursuant to the Articles of Merger filed with the Florida Department of State on July 8, 1994.

ARTICLE I. NAME AND ADDRESS

The name and address of the Corporation is:

Jesuit High School of Tampa, Inc.
4701 North Himes Avenue
Tampa, Florida 33614

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, including but not limited to controlling and managing churches, schools, and similar institutions, and otherwise to further the causes of churches, schools and similar institutions. Within the scope of the foregoing, the purpose of the Corporation shall also include the performance of activities related or incidental to

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the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of this 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 distributing 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 activities not permitted to be carried on (a) by a Corporation qualifying for exemption from federal income tax as an organization described by Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future United States Internal Revenue Law, or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE IV. MEMBERS

This Corporation shall have no members other than members of the Board of Trustees.

ARTICLE V. CURRENT REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4701 North Himes Avenue, Tampa, Florida 33614, and the name of the Corporation's current registered agent is Richard C. Hermes, S.J.

ARTICLE VI. BOARD OF TRUSTEES

The Corporation's board of directors shall be known as the Board of Trustees. The number and qualifications of trustees and the manner of their election shall be in accordance with the terms of the bylaws.

ARTICLE VII. RELATIONSHIP TO THE SOCIETY OF JESUS

Jesuit High School of Tampa was founded by members of the New Orleans Province of the Society of Jesus (the "Society"). The Society retains its ultimate responsibility for the Jesuit character and mission of the school and will always have a special relationship to the school. No action diminishing this relationship is valid unless it is approved by a vote of three-fourths of all the Trustees. Such actions include, but are not limited to, the sale of real and personal property owned by the school, dissolution of the Corporation and distribution of its assets, relocation of the school, and making substantial changes in matters that pertain to the philosophy, identity, or nature of the school as an apostolate of the Society of Jesus. If there is a dispute among the members of the Board of Trustees whether an action would constitute a

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substantial change, those members of the Board of Trustees who are also members of the Society of Jesus shall determine the matter by a vote of two-thirds prior to a vote of the entire Board of Trustees.

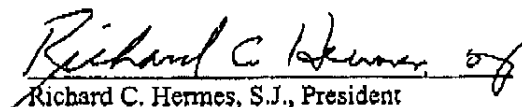
ARTICLE VIII. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation will be transferred to one or more organizations that are exempt from federal income taxation as organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue law (an "Exempt Organization"), as the Board of Trustees shall determine and the New Orleans Province of the Society of Jesus (the Catholic Society of Religious and Literary Education) shall approve.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION

Further amendments to these Articles of Incorporation may be made by a vote of two-thirds of the entire Board of Trustees, with the exception of Article VII and Article VIII which requires a vote of three-fourths of the entire Board. Changes to the Articles of Incorporation may be made at any regular meeting of the Trustees, provided that notice thereof, which shall include the text of the change, has been furnished in writing to each voting member of the Board of Trustees at least ten days prior to the meeting.

The foregoing amended and restated Articles of Incorporation were adopted and approved at a duly called meeting of the Members and the Board of Trustees of the Corporation on November 21, 2011.


Richard C. Hermes, S.J., President

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