

5/22/2018

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TAMPA PREPARATORY SCHOOL, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TAMPA PREPARATORY SCHOOL, INC.  
(A CORPORATION NOT-FOR-PROFIT)**

The undersigned officer, on behalf of TAMPA PREPARATORY SCHOOL, INC., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by a vote of its Board of Trustees pursuant to a duly called meeting of the Board of Trustees properly noticed and held on May 17, 2018, which vote was sufficient for approval. Pursuant to Article X of the Corporation's current Articles of Incorporation, the members of the Corporation are not required to vote on the amendments contemplated herein, and the Corporation has no members other than the members of the Board of Trustees.

**ARTICLE I  
NAME**

The name of the Corporation shall be Tampa Preparatory School, Inc.

**ARTICLE II  
PURPOSES**

The general purposes for which the Corporation has been formed are to establish and maintain a coeducational school providing college preparatory studies, and other educational programs and studies in preparation for higher education. In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions, to charge and collect tuition and other appropriate fees in exchange for the educational services to be provided, to hold and administer its funds and properties received, and to expend or otherwise disburse the Corporation's funds or properties in satisfaction of its operating expenditures and expenses or otherwise in support of the Corporation's purposes.

**ARTICLE III  
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything herein to the contrary, the Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section

501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws").

#### **ARTICLE IV MANAGEMENT**

The Corporation shall have no members and shall be managed by the members of the Board of Trustees, as provided in the Corporation's Bylaws (the "Bylaws"). The Head of School shall be selected by the Board of Trustees as provided in the Bylaws and shall have such duties as set forth in the Bylaws.

#### **ARTICLE V TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VI OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected by the Board of Trustees at its annual meeting in accordance with the Bylaws.

#### **ARTICLE VII TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees, members of which shall be elected in accordance with the Bylaws. The members of the Board of Trustees shall constitute the Board of Directors of the Corporation for purposes of Section 617.01401(2), *Florida Statutes*. The number of Trustees shall be fixed as set forth in the Bylaws but shall never be less than three (3).

#### **ARTICLE VIII BYLAWS**

The Board of Trustees of the Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as the Board of Trustees 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 meeting or special meeting called for that purpose, or by a greater number of Trustees if so required by the Bylaws.

**ARTICLE IX  
AMENDMENTS**

These Amended and Restated Articles of Incorporation may be further amended by the affirmative vote of two-thirds of those members of the Board of Trustees present at any regular meeting or special meeting called for that purpose.

**ARTICLE X  
LIMITATIONS ON ACTIONS**

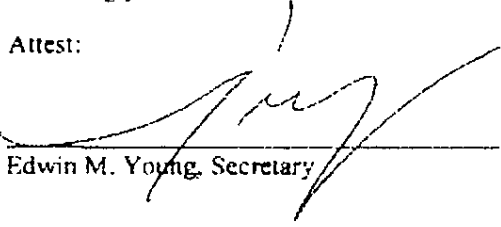
All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

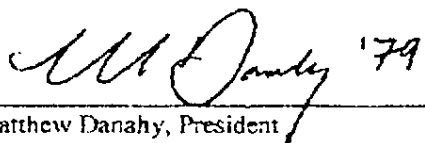
**ARTICLE XI  
DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Laws, as shall be selected by the last Board of Trustees. None of the assets will be distributed to any officer or Trustee of the Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

**IN WITNESS WHEREOF**, on this 17<sup>th</sup> day of May, 2018, the Corporation has caused its duly authorized officer to execute these Amended and Restated Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

Attest:

  
Edwin M. Young, Secretary

  
Matthew Danahy, President