

730480

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HOLY TRINITY EPISCOPAL SCHOOL OF GAINESVILLE, INC.

DOCUMENT NUMBER: 730480

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

Please return all correspondence concerning this matter to the following:

JAMES D. SALTER

(Name of Contact Person)

SALTER FEIBER, P.A.

(Firm/ Company)

3940 NW 16th Blvd., Bldg B

(Address)

Gainesville, FL 32605

(City/ State and Zip Code)

james@salterlaw.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James D. Salter

(Name of Contact Person)

at (352) 376-8201

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 10, 2012

James D. Salter
Salter Feiber, P.A.
3940 NW 16th Blvd., Bldg B
Gainesville, FL 32605

SUBJECT: HOLY TRINITY CHILD CARING CENTER OF GAINESVILLE,
FLORIDA, INC.
Ref. Number: 730480

We have received your document for HOLY TRINITY CHILD CARING CENTER OF GAINESVILLE, FLORIDA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please put the "old name" of the corporation in the heading at the top of page one (Holy Trinity Child Caring Center of Gainesville, Florida, Inc.).

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 612A00029099

Salter • Feiber
ATTORNEYS AT LAW

3940 NW 16th Boulevard, Bldg. B
Gainesville, Florida 32605

P.O. Box 357399
Gainesville, Florida 32635

T: 352.376.8201 F: 352.376.7996

www.salterlaw.net

December 27, 2012

Ms. Annette Ramsey
Regulatory Specialist II
Florida Department of State
Division of Corporations

In re: Holy Trinity Child Caring Center of Gainesville, Inc.: Ref. Number: 730480

Dear Ms. Ramsey:

In response to your letter of December 10, 2012, please find the corrected document related to the Amended and Restated Articles of Incorporation of Holy Trinity Child Caring Center of Gainesville, Inc., together with the Certificate called for in your letter.

Upon receipt should there be other issues please contact me. Thank you and best wishes for the coming new year.

Salter Feiber, P.A.


James D. Salter

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

**HOLY TRINITY CHILD CARING CENTER
OF GAINESVILLE INC.**

FILED
2012 DEC 31 AM 11:22
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HOLY TRINITY CHILD CARING CENTER OF GAINESVILLE
INC.**

ARTICLE I

Name

The name of the Corporation shall be changed from Holy Trinity Child Caring Center of Gainesville, Inc., to "HOLY TRINITY EPISCOPAL SCHOOL OF GAINESVILLE, INC." (the "Corporation") with its principal place of business being in Gainesville, Alachua County, Florida.

ARTICLE II

Mission Statement and Purposes

The Mission Statement of the Holy Trinity Episcopal School Of Gainesville, Inc (the "School") is:

The School, though a separate corporate entity, through the Corporation, is a ministry of Holy Trinity Episcopal Church, Gainesville, Florida, (the "Parish") and its mission is to develop each child to his or her fullest potential, spiritually, intellectually and socially, that each may grow in grace, enjoy freedom through knowledge and lead a healthy, productive and meaningful life.

The Corporation was organized for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (the "Code") and continues as such an in this connection its purposes are:

- (a) To establish, maintain, and operate an exemplary early learning educational program which will nurture children to become life-long learners who are inquisitive and seek truth. The foundation of the School is the faith and tradition of the Episcopal Church. Religious freedom and toleration for the faith of others shall be taught.
- (b) To provide an educational program and learning environment of the highest level of excellence, in the finest Episcopal school tradition, for children who would benefit from this program; to provide a secure setting for learning where children can be nurtured and taught in a Christ-centered environment, utilizing, through the policies adopted by the Board of Trustees, the wide variety of resources of the Parish, in order to enrich the child's experience; to

provide a spiritual environment for children through relationship with the Parish community, both clergy and laity, through such avenues as chapel services, music ministry, volunteer opportunities, and intergenerational activities with members of the Parish.

- (c) The Board of Trustees of the Corporation shall for each school year fix and determine the maximum enrollment, and also subject to the availability of funds for those children needing financial aid, reasonable efforts shall be made to admit as many children as meet qualifications required by the Corporation.
- (d) To solicit and receive by gift, bequest, devise, or any other manner, money, assistance, and any other form of contribution, whether of real, personal, or mixed property, from any person, firm, or corporation, to be used in the furtherance of the purposes of the Corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the Corporation, and to use the income and principal for the purposes of the Corporation; to execute trusts, establish endowment funds, and to form and cause to be formed any other corporation under the laws of the State of Florida for the purposes of promoting or accomplishing any or all of the objectives for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary to carry out the purposes of the Corporation; to mortgage, or otherwise encumber, any of its property, or to sell and convey the same; to permit the use of its property for religious, educational, benevolent, or other lawful purposes; and to contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation, and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which the Corporation is formed.

ARTICLE III

Membership

The Membership of the Corporation shall consist of the persons now holding the offices of Rector, Wardens and Vestry Members of the Parish, and their successors. All references to members of the Corporation shall mean the Rector, Wardens and Vestry of the Parish.

ARTICLE IV

Term

This Corporation shall have perpetual existence. In the event of a dissolution of the Corporation, its assets, after payment of all debts and charges of the Corporation and expenses of dissolution, shall be distributed to the Parish, under such terms and conditions as may be determined to be necessary to carry out the educational

purposes of this Corporation, and the terms of any trust or contract under which any of the assets of the Corporation so distributed may have been held by this Corporation. No part of such assets will inure to the benefit of any member, trustee, officer or employee of this Corporation or of any entity to which the assets may have been distributed by reason of the dissolution of the Corporation.

ARTICLE V

Board of Trustees

- (a) The Board of Trustees shall consist of no fewer than nine (9) and no more than (15) members.
- (b) The Rector, or the Rector's Clergy Designee and a member of the Vestry designated by the Rector shall be two (2) voting members of the Board of Trustees by virtue of their position.
- (c) The remaining Trustees (the "Lay Trustees") shall be elected by the Members of the Corporation. At least fifty percent (50%) of the Lay Trustees shall be communicants in good standing of the Parish. For purposes of these Articles of Incorporation, a "communicant in good standing" is a person who meets the requirements for membership on the Vestry of Holy Trinity Parish. At least one Trustee from each of the three (3) Classes of Trustees as described in (d), below, shall be a regular member in good standing of the Parish.
- (d) There shall be three classes of Lay Trustees, to be known as Class 1, Class 2 and Class 3, with at least three Trustees in each Class. Initially the term of office of the Class 1 Lay Trustees on the Board of Trustees to be elected at the next annual meeting of the Membership of the Corporation, shall be one year; the term of office of the Class 2 Lay Trustees on the first Board of Trustees shall be two years; the term of office of the Class 3 Lay Trustees on the first Board of Trustees shall be three years. Upon expiration of the terms of office of Lay Trustees as classified above, their successors shall be elected for the term of three years each, so that one-third of the Lay Trustees of the Corporation shall be elected annually.
- (e) At each subsequent annual meeting of the Membership, three (3) Lay Trustees shall be elected for a three (3) year term. Prior to each annual meeting of the Membership, the President shall present to the Membership a suggested slate of candidates for each position.
- (f) The President of the Corporation shall be the Chair of the Board of Trustees and shall preside at all Board of Trustees meetings, or in the absence of the President, the Vice President.

- (g) The Board of Trustees shall elect all officers of the Corporation. The Board of Trustees shall ensure that the provisions hereof and the Bylaws of the Corporation are faithfully executed, and shall determine the policies governing the operation of the School. The Board of Trustees shall be responsible to the Members of the Corporation for its operation.
- (h) The Board of Trustees shall meet in such regular meetings as the Bylaws may require, but in any event not less frequently than once each calendar quarter.
- (i) Special meetings of the Board of Trustees may be called as frequently as deemed advisable and in compliance with the provisions of the Bylaws.

ARTICLE VI

Officers and Head of School

- (a) The Board of Trustees shall, at its first regular or special meeting following the annual meeting of the Members, elect the following officers:
 - i. President
 - ii. Vice President
 - iii. Secretary
- (b) The duties and responsibilities of the officers shall be as set forth in the Bylaws of the Corporation.
- (c) The Board of Trustees may create and prescribe the functions of additional officers as deemed appropriate by the Board of Trustees in the interest of, and in furtherance of, effective and efficient operation of the School.
- (d) The Board of Trustees shall hire a Head of School (the "Head of School") and the Head of School shall be the chief executive officer of the School, and is responsible to the Board of Trustees for the day-to-day operation and administration of the School.

The Head of School shall be a committed and practicing Christian, and shall be responsible to the President and, through the President, to the Board of Trustees for the academic procedures, discipline, and internal administration of the School operated by the Corporation.

The Head of School shall carry out the policies established by the Board of Trustees and shall have such other duties and responsibilities as the Bylaws may provide, or as may be assigned to the Head of School by the President.

The Board of Trustees shall approve the terms of the contract of employment of the Head of School as well as that of those employed by the School. Unless excused by the President or Vice President, as applicable, the Head of School shall attend all meetings of the Board of Trustees, including meetings in executive session if requested by the President or Vice President, as applicable.

ARTICLE VII

Prohibition Against Discrimination

In achieving the purposes set forth in ARTICLE II or elsewhere in the Articles of Incorporation, in any of its activities or operations the School shall not discriminate against any applicant for admission, or against any person or persons by reasons of race, color, ethnicity, creed, sex or sexual orientation.

ARTICLE VIII

Officers

The names of the officers who are to serve under these Articles of Incorporation until the next annual meeting of the Membership of the Corporation are as follows:

President:	Barbara B. Hall
Treasurer:	Anne Marie Pettinato
Secretary:	Linda Kunz

ARTICLE IX

Existing Board of Trustees

The current members of the Board of Trustees as of the date of this amending and restating the Articles of Incorporation who are to serve until the next annual meeting of the Membership, and their names and addresses are as follows:

Barbara B. Hall
Rebekah Reneke
Kathi Schibuola
Anne Marie Pettinato
James Stringfellow
Jennifer Kuntz
Cyndee Park
Andrew Persons
Sandra Sullivan
Linda Kunz

ARTICLE X

Powers

The Corporation shall have all powers as provided for under the Laws of the State of Florida, for not for profit corporations, only insofar as the same are consistent with the tax exempt status enjoyed by the Corporation under the provisions of the Code.

ARTICLE XI

Bylaws

The Bylaws of the Corporation are to be made, altered, or rescinded in the manner prescribed by such Bylaws.

ARTICLE XII

Amendments to the Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by the Members at a regular or special meeting of the Members, and if so approved by a two-third vote of the Members present, such amendment to the Articles of Incorporation shall be filed with the Secretary of State of Florida.

Amendments to these Articles of Incorporation may be proposed by the Board of Trustees to the Members, and a written notice setting forth the proposed amendment(s) must be furnished to all Members. A meeting of the Members shall be called by the President, and written notice given to the Members, not less than ten (10) days prior to the meeting in which the amendment shall be taken up for consideration by the Members.

ARTICLE XIII

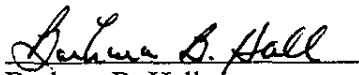
Miscellaneous

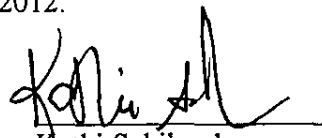
- (a) The Corporation was established as a not for profit corporation, organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. No part of the assets, income or profit of this Corporation is distributable to or shall inure to the benefit of its Members, Trustees or officers, except to the extent permitted under Chapter 617, Florida Statutes for reasonable compensation for services actually rendered.
- (b) No substantial part of the activities of the Corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign, on behalf of any candidate for public office, or publish or distribute any statements

with respect to any such campaign, nor shall the Corporation engage in any transaction described in the Internal Revenue Code of the United States as a "prohibited transaction" which would disqualify the Corporation as a "exempt corporation" within the meaning of the Internal Revenue Code of the United States.

- (c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue law) or by the Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue law.)
- (d) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation, other than the real estate on which the School sits which will be returned to Holy Trinity Episcopal Foundation, Inc., shall be distributed exclusively to Holy Trinity Episcopal Church, Gainesville, Florida, but if not existing then the Episcopal Diocese of Florida, on the assumption they, at the time of such distribution, qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended.
- (e) Should they not so qualify then the asset shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended.

IN WITNESS WHEREOF, the current Board of Trustees, by their execution below, has caused these Articles of Incorporation to be amended and restated in their entirety, this 25th day of Sept., 2012.


Barbara B. Hall


Kathi Schibuola

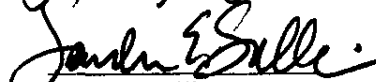

Anne Marie Pettinato


James Stringfellow


Jennifer J. Kuntz


Linda B. Kunz


Andrew Persons


Sandra Sullivan


Cyndee Park

CERTIFICATE

This Certificate accompanying the filing of the Amended and Restated Articles of Incorporation for Holy Trinity Child Caring Center, Inc., a Florida not for profit corporation is attached to the filing to confirm the Amended and Restated Articles of Incorporation was adopted by the Board of Directors and does not contain any amendment requiring member approval.