

738763

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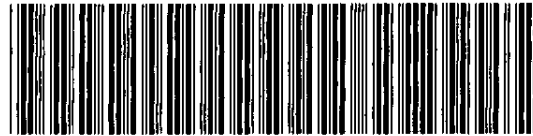
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

*Amend & Rest.*  
C.COULLETTE

APR 26 2011

EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR 26 PM 4:08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**Name of Corporation:** Maclay School Foundation, Inc.

**Document Number:** 738763

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

Please return all correspondence concerning this matter to the following:

E. Murray Moore, Jr.  
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.  
215 S. Monroe Street, 2<sup>nd</sup> Floor  
Tallahassee, Florida 32301  
[murray@penningtonlaw.com](mailto:murray@penningtonlaw.com)

For further information concerning this matter, please call:

Contact Person: Murray Moore at 850/222-3533

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

<input checked="" type="checkbox"/> \$35 Filing Fee	<input 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 Certificate of Status Certified Copy (Additional Copy is enclosed)
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**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

April 19, 2011

PENNINGTON, MOORE, ET AL  
SHANNON  
TALLAHASSEE, FL

*From:*

SUBJECT: MACLAY SCHOOL FOUNDATION, INC.  
Ref. Number: 738763

RECEIVED  
11 APR 21 AM 9:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for MACLAY SCHOOL FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 211A00009502

*To:*

RECEIVED  
2011 APR 26 PM 3:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MACLAY SCHOOL FOUNDATION, INC.  
(a nonprofit corporation)

ARTICLE I

Name

The name of this Corporation shall be MACLAY SCHOOL FOUNDATION, INC., and it is located in Leon County, Florida. The mailing address of this Corporation is 3737 North Meridian Road, Tallahassee, Florida 32312.

ARTICLE II

Purpose

The purposes of this Corporation are as follows:

1. To offer financial or other assistance to the Alfred B. Maclay, Jr., Private Day School ("Maclay School").
2. To render aid and assistance to improve the quality and effectiveness of the educational programs which are offered by Maclay School.
3. To build, invest and maintain an endowment to carry out the above purposes.
4. To conduct all business and activity authorized by these Articles, the Bylaws and applicable law.

ARTICLE III

Membership

There shall be no members of this Corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR 26 PM 4:08

#### ARTICLE IV

##### Term of Existence

This Corporation shall exist perpetually.

#### ARTICLE V

##### Board of Directors

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have at least fifteen (15) directors. Members of the Board of Directors shall be selected and hold office in accordance with the Bylaws.

#### ARTICLE VI

##### Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

#### ARTICLE VII

##### Bylaws

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The Bylaws may be amended, altered or rescinded as set forth in the Bylaws. Voting may be by proxy as provided in the Bylaws.

#### ARTICLE VIII

##### Amendments

The Board of Directors may amend, revise or restate these Articles by a majority vote of all members of the Board of Directors present at any meeting of the Board of Directors, provided

that notice of the proposed amendment, revision or restatement of these Articles shall have been given at least five (5) days preceding the meeting, or unless each Director shall waive notice thereof before, at or after meeting. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Foundation.

## ARTICLE IX

### Nonprofit status

No part of the net earnings of the corporation shall inure to the benefit of any individual. In the event of dissolution, the residual assets of the organization will be turned over to Maclay School as long as it is a qualified 501(c)(3) corporation under the Internal Revenue Code, and if not, then the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations describe in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes only.

Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal Revenue law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

## ARTICLE X

### Powers

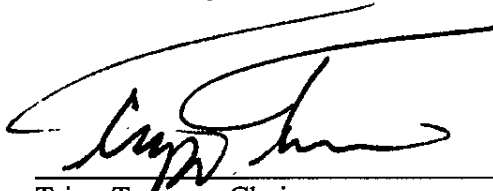
This Corporation shall have such powers as are granted corporations by Florida law limited only by such restrictions as are necessary to maintain tax exempt status.

ARTICLE XI

Registered Office and Agent

The street address of the initial registered office of this Corporation is 3737 North Meridian Road, Tallahassee, Florida, and the name of the initial registered agent of this Corporation at that address is William W. Jablon.

IN WITNESS WHEREOF, I, the undersigned Chair of the Maclay School Foundation, Inc., have hereunto set my hand and seal this 23<sup>rd</sup> day of August, 2010, the date of adoption of these Amended and Restated Articles of Incorporation under the laws of the State of Florida, to be effective immediately.

  
\_\_\_\_\_  
Tripp Transou, Chair

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors on August 23, 2011.