

751824

**RUDEN**  
**McCLOSKEY**  
**SMITH**  
**SCHUSTER &**  
**RUSSELL, P.A.**  
**ATTORNEYS AT LAW**

2700 SUNTRUST FINANCIAL CENTRE  
401 EAST JACKSON STREET  
TAMPA, FLORIDA 33602

(813) 222-6642  
FAX: (813) 314-6942  
TLG@RUDEN.COM

FILED  
00 MAR 20 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 1, 2000

**VIA FEDERAL EXPRESS**

Florida Department of State  
Attn: Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600003154526--6  
-03/02/00-01065-001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Ladies/Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 representing the costs for filing the enclosed:

1. Amended and Restated Articles of Incorporation of St. Mary's Episcopal Day School, Inc. (\$35.00 filing fee); and
2. Amended and Restated Articles of Incorporation of St. Mary's Episcopal Church of Tampa, Florida, Inc. (\$35.00 filing fee).

Once you have filed these Articles, please forward to my attention an acknowledgment letter stating that these Articles have been filed. Thank you for your attention to this matter and please do not hesitate to contact me should you have any questions regarding the foregoing.

Sincerely,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

Tracy L. Gerges  
Legal Assistant

TLG/glp  
Enclosures

V. SHEPARD MAR 21 2000

*Amended & Restated Art.*

V. SHEPARD MAR 21 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 13, 2000

TRACY L. GERGES  
RUDEN, MCCLOSKEY, SMITH, ET AL  
401 EAST JACKSON STREET  
TAMPA, FL 33602

SUBJECT: ST. MARY'S EPISCOPAL DAY SCHOOL, INC.  
Ref. Number: 751824

We have received your document for ST. MARY'S EPISCOPAL DAY SCHOOL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must give us the name of the person who is to serve as the registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 900A00013802

*Rec'd 3/20*

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ST. MARY'S EPISCOPAL DAY SCHOOL, INC.**  
**(A FLORIDA CORPORATION – NOT FOR PROFIT)**

FILED  
00 MAR 20 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Notice is hereby given that the undersigned, upon resolution duly adopted and passed pursuant to a vote by the general membership of St. Mary's Episcopal Day School, Inc., pursuant to its Articles of Incorporation, the provisions of Chapters 617 and 607, Florida Statutes, and with the approval of the Bishop and Diocesan Council of the Diocese of Southwest Florida of the Protestant Episcopal Church in the United States of America, hereby files these Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were duly adopted by the general membership of the Corporation on February 14, 2000.

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation shall be St. Mary's Episcopal Day School, Inc. (the "Corporation" or the "School"). The principal office of the Corporation shall be located at 2101 South Hubert Avenue, Tampa, Florida 33629.

**ARTICLE II**

**CORPORATE PURPOSE**

The object and purpose of the Corporation shall be to operate exclusively as a charitable, religious, and education corporation pursuant to Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or under any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

The Corporate purpose shall be solely for the operation of an Episcopal parish day school, pursuant to the mission directives of St. Mary's Episcopal Church of Tampa, Inc. (the "Church").

The Corporation shall establish and provide an atmosphere of learning, and shall promote the moral and spiritual values of the Christian tradition, as professed by Doctrines and Discipline of the Protestant Episcopal Church in the United States of America. Further, the Corporation shall accede to, recognize and conduct its operations in compliance with the Constitution and Canons of the Diocese of Southwest Florida (collectively, the "Constitution and Canons of the Episcopal Church").

### **ARTICLE III**

#### **CORPORATE POWERS**

Pursuant to and in compliance with the Constitution and Canons of the Episcopal Church, the Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient for the further ends of the purposes for which the Corporation is organized, and shall have such other powers as or granted to corporations not-for-profit under Florida Statutes and Case-Law.

### **ARTICLE IV**

#### **RELATIONSHIP BETWEEN CORPORATION AND ST. MARY'S EPISCOPAL CHURCH, INC.**

The Corporation is a part of the life and work of the Church and an extension of the Church, and shall be operated in accordance with the Rector, and the Church Vestry, as hereinafter provided and in compliance with the Constitution and Canons of the Episcopal Church. No provision in these Articles shall at any time be in conflict with the Constitution and Canons of the Episcopal Church. Any reference in these Articles to the Constitution and Canons of the Episcopal Church shall be deemed to refer to such Constitution and Canons as they shall be amended from time to time.

### **ARTICLE V**

#### **DURATION**

The term of the Corporation shall be perpetual or until such time as the Corporation is dissolved by the Church Vestry or by law.

### **ARTICLE VI**

#### **MEMBERSHIP**

The members of the Corporation shall consist of the individual members of the Church Vestry, as they shall be duly elected and qualified from time to time.

The members shall hold an annual meeting in December of each year on a date and time and at a location chosen by the Church Senior Warden. At the annual meeting, the members shall conduct business as may properly come before the meeting. The Senior Warden, Rector, or two-thirds (2/3) of the members may call a special meeting of the membership at any time upon written notice specifying the purpose and time and place of the meeting. Except as otherwise provided in these Articles, written notice of the annual or any special meeting of the membership shall be furnished to each member at least five (5) days prior to the meeting date.

The members shall elect the non-ex officio, regular members (as defined in Article VIII, Section 2 herein) of the Corporation's Board of Trustees, as provided below, at the annual meeting or any special meeting called for that purpose.

The majority of the members shall constitute a quorum at any annual or special meeting.

## ARTICLE VII

### RECTOR

In addition to the responsibilities as President set forth in Article XI hereof, the Rector of the Church shall have jurisdiction and supervision over all matters of religious education, including but not limited to: (i) approving the overall policy and procedures of the School; (ii) specifically overseeing the religious programs which includes orientation of teachers, board members, and the parish, the worship services, and the religious curriculum; (iii) maintaining contact with School administration through frequent working consultations with the Headmaster; and (iv) establishing other matters which are in compliance with the Corporation's purpose as more fully detailed in Article II of these Articles of Incorporation, at the School, and as set forth in the Constitution and Canons of the Episcopal Church, the Rector shall have spiritual direction and control of the School. Religious education at the School shall include the doctrine and worship of the Episcopal Church, as well as other elements of the Judeo-Christian tradition.

## ARTICLE VIII

### BOARD OF TRUSTEES

The property and funds of the Corporation shall be held in trust for the Diocese of Southwest Florida pursuant to the Constitution and Canons of the Episcopal Church, and managed by a Board of Trustees, subject to the necessary approvals by the Vestry of the Church and in accordance with the Constitution and Canons of the Episcopal Church. The Board of Trustees shall be responsible for directing the operation of the Corporation, including but not limited to, determining the general educational policy, proposing budgets, proposing admissions policies, proposing tuition and fees, and performing such other functions normally associated with the duties and responsibilities of a board of trustees of a parish day school. The Board of Trustees shall work closely with the Church Vestry and shall communicate quarterly pursuant to the procedure established by the Rector. The annual operating budget, the general educational policy, the admissions policies and the tuition and fees for the Corporation shall be proposed by the Board of Trustees, and approved by the Vestry. The Board of Trustees shall not incur indebtedness of the Church, and shall obtain the prior written approval of the Church Vestry before undertaking any indebtedness, in excess of \$10,000.00, of its own.

The Board of Trustees shall consist of not less than thirteen (13), nor more than twenty-one (21), members. Four (4) members shall serve on the Board of Trustees by virtue of holding specific offices (ex officio) and not more than seventeen (17) additional regular members shall be elected as set forth below:

- A. The ex officio members, all of whom, with the exception of the Headmaster who shall have a voice on the Board but no vote, shall be voting members:
1. The Rector of the Church;
  2. The Senior Warden of the Church;
  3. A member of the Vestry of the Church, elected by the Vestry to serve as liaison of the Board of Trustees (the "Vestry/Liaison"); and
  4. The Headmaster.
- B. The other members shall be representative of the Church, School parents and greater Tampa communities as provided below:
1. At least sixty percent (60%) of the Trustees, exclusive of the ex officio members shall be communicants in good standing of the Church.
  2. The remaining regular members shall be parents of children currently enrolled in the School, parents of School Alumni and/or individuals of good standing in the Episcopal Church with a particular expertise needed by the School. Notwithstanding the foregoing, a majority of the remaining regular members shall be parents of children currently enrolled in the School.

No more than six (6) regular members of the Board of Trustees may be elected in any year. If any Trustee fails to meet qualifications set forth in these Articles at any point during his or her term, then his or her term of office shall automatically terminate. Vacancies which occur for a reason other than the expiration of a Trustee member's term of office shall be nominated by the Board of Trustees and appointed by the Church Vestry.

No School employee or spouse, parent, child or sibling of a School employee, or person who is involved, directly or indirectly, in the provision, for compensation by the Corporation, of any goods or services to the School shall be eligible to serve as a member of the Board of Trustees, except as provided herein.

All regular members of the Board of Trustees shall serve for an initial term of two (2) years, commencing July 1 and ending June 30, or until the election and qualification of their successors; no such member shall serve more than two (2) consecutive terms as a regular member of the Board of Trustees, except as provided herein.

A partial term of service on the Board shall not disqualify a person from succeeding himself or herself for a subsequent term or terms and shall not preclude election to three (3) full two (2) year terms as a Trustee. Service on the Board for one (1) year in an ex officio capacity

shall not preclude election to three (3) full two (2) year terms as a Trustee subsequent to the expiration of the ex officio term.

The ultimate control of and legal responsibility for the School rests with the Church. The Board of Trustees derives its status and authority from the Church and may be dissolved and reconstituted by the affirmative vote of two-thirds (2/3) of the members of the Church Vestry sitting as members of the Corporation. Notice of the proposed action shall be given to the members of the Corporation at least five (5) days before the meeting at which action is to be considered.

## ARTICLE IX

### ELECTION OF TRUSTEES

The members of the Corporation shall elect the regular members of the Board of Trustees. Trustees shall serve staggered terms of two (2) years each, so that one-third of the regular members of the Board of Trustees are elected each year. The election shall take place at the annual meeting of the Corporation, unless the members of the Corporation shall determine that a special meeting is necessary, and elections to fill regular Trustee vacancies shall take place upon nomination by the Executive Committee to the members of the Corporation of qualified candidates.

## ARTICLE X

### EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the Rector, the Senior Warden, the Vice President, the Headmaster and the Vestry Liaison. In addition to any responsibilities designated by the Rector and Vestry, the Executive Committee is responsible for presenting a state of nominees for Trustee positions to the Vestry. The Rector shall have the power to veto any proposed nomination to the Board of Trustees. The Executive Committee shall profile the Board, determine the skills and talents needed on the Board, and nominate at least one person for each existing or impending vacancy of the Board which will not be filled by a Trustee who will serve ex officio. It shall be the responsibility of the Executive Committee to publicize to the Church and School communities that it is looking for people who are qualified and willing to serve as members of the Board of Trustees, and solicit the contribution of names of potential nominees. After reviewing the potential nominees and narrowing the names under consideration to no fewer than twice the total number of nominees required, but at least thirty (30) days before the nominations must be presented to the members of the Corporation, the Executive Committee shall submit the preliminary list, along with background information on the individuals on the list, to the members of the Corporation for input and the members of the Corporation shall advise the Executive Committee of any name on the list which may have difficulty attaining a majority vote. After input from the Corporation, the Executive Committee shall deliver the nominations to the members of the Corporation, along with appropriate background information regarding the nominated individuals, at least thirty (30) days before the date scheduled for the election of Trustees. The Executive Committee shall make its nominations, taking into consideration the

talents and skills needed on the Board, such as experience and expertise in the areas of accounting, education, personnel, marketing, executive management, law, business, and the like.

## ARTICLE XI

### BOARD OF TRUSTEES MEETINGS

Meetings of the Board of Trustees shall be held as follows:

- A. Regular meetings of the Board of Trustees shall be held at least six (6) times during the school year on any day designated by the President.
- B. Special meetings of the Board of Trustees may be held at any time upon call of the President or the Senior Warden of the Church, and a special meeting shall be called by the Secretary upon the written request of any three (3) Trustees.
- C. Except as otherwise provided herein, at least five (5) days written notice of all meetings shall be given to each Trustee by the Secretary, which notice shall specify the time and place of the meeting, and except in the case of regular meetings, the purpose or purposes thereof. Such notice may be waived by any Trustee either before, at, or after any meeting.
- D. Except as provided herein, a majority of the members of the Board of Trustees shall constitute a quorum at any regular or special meeting. The act of a majority of Trustees present at a legally constituted meeting shall be an act of the Board of Trustees. Except that a decision to terminate a Headmaster may be made only upon the affirmative vote of two-thirds (2/3) of the Trustees then holding office, at a special meeting called for that purpose, with ten (10) days written notice to Board members, specifying the time, place and purpose of the meeting.
- E. The Secretary of the Corporation shall record Minutes of all regular and special meetings of the Board of Trustees. Such Minutes shall be transcribed and finalized within thirty (30) days of the meeting date and shall be submitted to the Church Vestry within forty-five (45) days of the meeting date.

The President, or his designee shall appoint such Board committees as shall be necessary or desirable in the performance of its duties and responsibilities, or as shall be required by the Corporation's Bylaws or Articles of Incorporation. Committee members need not be members of the Board of Trustees.



## ARTICLE XII

### OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Parliamentarian, and such other officers as may hereafter be established by these Articles of Incorporation or the Bylaws hereafter adopted by the Corporation. The officers, other than the President and the Vice President, shall be elected by the Board at its May meeting, and shall serve for a term of one (1) year, commencing July 1 and ending June 30, or until their successors shall be duly qualified and elected. Any vacancy occurring in any office shall be filled for the unexpired term thereof at any regular or special meeting of the Board, or as otherwise provided by these Articles of Incorporation. The same person may simultaneously hold more than one (1) office of the Corporation, except that the Vice President shall hold no other office. Such other officers, assistant officers, and agents as may be deemed necessary may be elected or appointed by the Board of Trustees from time to time.

The President, who shall be the Rector of the Church, shall preside at all Board meetings, prepare meeting agendas and perform other functions normally associated with the duties and responsibilities of the office, except to the extent that he chooses to delegate any of such duties to the Vice President.

The Vice President, who must be a member of the Board, shall preside in the absence of the President, perform such duties as shall be delegated by the President, and perform other functions as are appropriate to the office. The Executive Committee shall nominate a candidate selected from the Board of Trustees for the position of Vice President and shall submit such candidates to the Rector and the Vestry for their approval. The Vice President shall not serve more than two (2) successive one (1) year terms of office.

The Secretary shall (i) keep the minutes of the proceedings of the Corporation in one or more books provided for that purpose and comply with Article XI procedures set forth herein; (ii) see that all notices are duly given in accordance with the provisions of the Bylaws, the Corporation's Articles of Incorporation as required by law or as required by the Constitution and Canons of the Episcopal Church; (iii) be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (iv) keep a list of the post office addresses of all General Members, which shall be furnished to the Secretary and the Board of Trustees; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees. The Corporation may have one or more assistant Secretaries who shall perform the duties of the Secretary in his absence.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and in general perform all of the duties as from time to time may be assigned to him or her by the Rector or by the Board of Trustees and comply with all requirements set forth in the Constitution and Canons of the Episcopal Church applicable to the office of treasurer. He or she shall make proper reports to the Board of Trustees, the Vestry and

the Diocese as required by the Constitution and Canons of the Episcopal Church, and/or the Vestry. He or she shall ensure that proper accounting controls are installed and maintained.

The Parliamentarian, who need not be a member of the Board, shall advise the presiding officer on questions of parliamentary procedure and assist him or her in conducting the meeting with proper parliamentary procedure, according to Roberts Rules of Order.

### **ARTICLE XIII**

#### **HEADMASTER**

The School shall have a Headmaster appointed by the Board of Trustees. The Headmaster shall be a baptized communicant of an Episcopal Church, unless waived by super majority affirmative vote of the Vestry. Appointment of the Headmaster and the Headmaster's initial employment contract, if any, shall be subject to approval of the Rector and the Church Vestry and the Bishop of the Diocese of Southwest Florida. Further, the termination of a Headmaster must be approved by the Rector and the Church Vestry before such termination is effective.

The Headmaster shall be responsible for the conduct of the academic, admissions, athletic, and extra-curricular activities of the School, subject to Article XV herein. Furthermore, the Headmaster shall cooperate and work closely with the Rector and Church in the initiation, development and implementation of the School's program of religious education and spiritual goals. He shall perform those functions usually associated with administration of a parish day school, including, without limitation, the execution of Board policy, hiring and firing of faculty and other personnel, assisting the Rector in the implementation of religious curricula, planning of academic curricula, development of extra-curricular and sports activities, enforcement of discipline, preparation and management of budgets, long-range policy planning, and fund-raising.

### **ARTICLE XIV**

#### **STAFF**

The Headmaster shall have the responsibility for employing such professionally qualified teachers as are necessary to maintain the highest educational standards for each level of class instruction in operation at the School.

Office and other personnel shall be composed of such persons as required by the Headmaster in assisting him to perform his appointed duties.

### **ARTICLE XV**

#### **ADMISSIONS POLICIES**

The Corporation shall admit students of any race, religion, sex, color, national and/or ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the School. It shall not discriminate on the basis of race, color, religion, sex, national and/or ethnic origin in the administration of its educational policies, scholarship and

loan programs, athletic, and other School administered programs; provided, however, the Board of Trustees shall set reasonable non-discriminatory standards for admission to the School, and shall also give admissions priority to children of Church communicants and children of communicants of other Episcopal churches, pursuant to the direction of the Rector.

## **ARTICLE XVI**

### **FINANCES**

The budget and finances of the School shall be kept and remain separate and apart from those of the Church, and maintained in accordance with the Constitution and Canons of the Episcopal Church and its related policies and guidelines. The fiscal year for the School shall be July 1 through June 30. Sixty (60) days prior to July 1, of each School year the Board of Trustees shall submit the annual operating budget, in a line item format, to the Vestry for its approval.

## **ARTICLE XVII**

### **AMENDMENTS**

#### **TO THE ARTICLES OF INCORPORATION AND BY-LAWS**

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a three-fourths (3/4) vote of the general members of the Corporation; such amendment may take place at any annual or special meeting of the membership, provided that notice thereof, which shall include the text of the Articles of Incorporation change, must be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is voted upon, followed by compliance with Florida Law and the Constitution and Canons of the Episcopal Church. Any amendment of these Articles of Incorporation is subject to approval of the Bishop and Diocesan Council of the Diocese of Southwest Florida.

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Trustees, provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Trustee, as the case may be, at least ten (10) days prior to the meeting at which such bylaw alteration is to be voted upon. Any bylaw which conflicts with these Articles of Incorporation on the Constitution and Canons of the Episcopal Church shall be null and void.

## **ARTICLE XVIII**

### **GENERAL**

All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes as stated herein and in compliance with the Constitution and Canons of the Episcopal Church. This Corporation shall have no capital stock and shall pay no dividends to its subscribers, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or

subscribers, provided that the Corporation may pay compensation in a reasonable amount to its employees.

## **ARTICLE XIX**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The undersigned hereby confirm the Corporation's Registered Office to be located at 2101 South Hubert, Tampa, Florida 33629, and hereby designate and confirm the Church Chancellor, Marilyn Mullen Healy, as the Registered Agent of the Corporation, to accept service of process within the state, to serve in such capacity until his or her successor is appointed and duly designated.

## **ARTICLE XX**

### **INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a director, officer, or employee of the Corporation (or serves or served any other corporation or other entity or organization in any capacity at the request of the Corporation while he or she was a director, officer or employee of the Corporation) shall be and hereby is indemnified by the Corporation against all judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the full extent permitted and in the manner prescribed by law. In the case of the indemnification of a person who is or was an employee (rather than a Board of Trustee Member or an officer) of the Corporation, such indemnification shall be, unless otherwise provided by law, to the same extent permitted and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Law for the indemnification of Board of Trustee Members and officers.

## **ARTICLE XXI**

### **PROHIBITED ACTIVITIES**

The Corporation shall not:

- (a) Attempt to influence legislation as a substantial part of its activities.
- (b) Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
- (c) Participate to any extent in any political campaign for or against any candidate for public office.
- (d) Conduct any activities not permitted to be carried on by organizations exempt under 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, or by any

organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

**ARTICLE XXII**

**DEDICATION OF ASSETS**

The Corporation dedicates all assets which it may acquire for the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Church, which entity is or shall be itself exempt as an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

IN WITNESS WHEREOF, the undersigned have subscribed their names this 14<sup>th</sup> day of February, 2000.

**St. Mary's Episcopal Day School, Inc., a Florida corporation**

[Signature]  
Print Name: HAL HOLDER JR

By: [Signature]  
The Rev. Kevin Francis Donlon, Rector and President

[Signature]  
Print Name: Marilyn Mullen Healy

[Signature]  
Print Name: HAL HOLDER JR

**St. Mary's Episcopal Church of Tampa, Florida, Inc., a Florida corporation**

[Signature]  
Print Name: Marilyn Mullen Healy

By: [Signature]  
The Rev. Kevin Francis Donlon, Rector and President

[Signature]  
Print Name: HAL HOLDER JR

By: [Signature]  
David Healy, Senior Warden

[Signature]  
Print Name: Marilyn Mullen Healy

[Signature]  
Print Name: HAL HOLDER JR

By: [Signature]  
William W. Pepper, Junior Warden

[Signature]  
Print Name: Marilyn Mullen Healy

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HER CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 17<sup>th</sup> day of March, 2000.

  
Marilyn Mullen Healy