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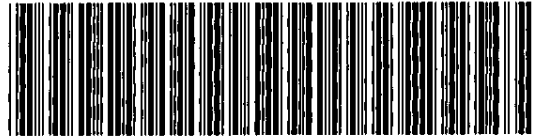
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DEFINITION OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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08 APR 15 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Rest.*

**G. Goulette** APR 15 2008

Ruden, McClosky et. al.

Requester's Name

215 S. Monroe Street, Suite 815

Address

Tallahassee, FL

City/State/Zip

412-2000

Phone #

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- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

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

FILED  
08 APR 15 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 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 St. Mary's School on December 11, 2007.

**ARTICLE I**  
**CORPORATE NAME**

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

**ARTICLE II**  
**PURPOSE AND MISSION**

St. Mary's School's corporate purpose shall be solely to operate as an Episcopal parish day school, pursuant to the mission directives of St. Mary's Episcopal Church of Tampa, Florida, Inc. ("St. Mary's Church"). St. Mary's School shall establish and provide an atmosphere of learning inspired by the Judeo-Christian moral culture and as professed by Doctrines and Discipline of the Episcopal Church in the United States of America. St. Mary's School shall conduct regular chapel services in St. Mary's Church, at such time and in such manner as directed by the Rector of St. Mary's Church and shall provide all students with religious courses in scriptures, ethics, the Judeo Christian tradition and other religious subjects as approved by the Rector. Further, St. Mary's School shall accede to, recognize and conduct its operations in compliance with the Constitution and Canons of the Diocese of Southwest Florida and the Doctrines and Discipline of the Episcopal Church in the United States of America, as they may be amended from time to time (collectively referred to hereafter as the "Constitution and Canons"), with these Articles of Incorporation, and with Florida law. No provision in these Articles shall at any time be in conflict with the Constitution and Canons.

St. Mary's School shall 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.

### **ARTICLE III** **CORPORATE POWERS**

Excepted as limited by Article II, St. Mary's School 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, including parish purposes; to loan money, to borrow money, to acquire, hold, loan, borrow, own, use and dispose of real or personal property, in connection with the purposes of St. Mary's School and St. Mary's Church; to exercise all powers necessary or convenient for the further ends of the purposes for which St. Mary's School is organized, and shall have such other powers as or granted to corporations not-for-profit under Florida law.

### **ARTICLE IV** **RELATIONSHIP BETWEEN ST. MARY'S SCHOOL AND** **ST. MARY'S EPISCOPAL CHURCH, INC.**

St. Mary's School is an integral part of the life and work of St. Mary's Church and shall be operated in accordance with the fundamental principals established by the St. Mary's Church Vestry.

### **ARTICLE V** **MEMBERSHIP**

The general members of the St. Mary's School corporation shall consist of the individual members of the St. Mary's Church Vestry, as they shall be duly elected and qualified from time to time (the "General Members").

The ultimate control of and legal responsibility for St. Mary's School rests with the General Members. The Board of Trustees (as defined below in Article VII) derives its status and authority from St. Mary's Church and may be dissolved or reconstituted by an affirmative vote of a super majority (3/4) of the General Members. Notice of such proposed action shall be given to the General Members and the Board of Trustees at least ten (10) days before the meeting at which action is to be considered.

The General Members shall hold a meeting prior to June 1 of each year. The Senior Warden, Rector, or two-thirds (2/3) of the General Members may call a special meeting of the General Members 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 any meeting of the General Members shall be furnished to each member at least five (5) days prior to the meeting date.

The General Members shall elect the trustee members (as defined in Article VII) of the St. Mary's School's Board of Trustees at any meeting called for that purpose. The majority of the General Members shall constitute a quorum at any meeting.

## **ARTICLE VI**

### **RECTOR**

In addition to the responsibilities as President set forth in Article XI hereof and as provided by the Constitution and Canons, the Rector shall have control of the worship and spiritual direction of St. Mary's School. The Rector shall have jurisdiction and supervision over religious education, including but not limited to: (i) developing and implementing the religious curriculum; (ii) conducting worship services; (iii) maintaining contact and cooperating with the St. Mary's School administration through frequent working consultations with the Headmaster; and (iv) working with the St. Mary's School administration to insure compliance with Articles II and XIII hereof. Religious education at St. Mary's School shall be consistent with the doctrine and worship of the Episcopal Church, as well as other elements of the Judeo-Christian tradition.

## **ARTICLE VII**

### **BOARD**

The property and funds of St. Mary's School shall be held in trust for the Diocese of Southwest Florida pursuant to the Constitution and Canons, and managed by a board of trustees (the "Board of Trustees" or the "Board"). The Board of Trustees shall be responsible for directing the operation of St. Mary's School, including but not limited to, establishing the guiding policies and procedures of St. Mary's School, 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 annual operating budget, the general educational policy, the admissions policies and the tuition and fees for St. Mary's School shall be proposed by the Board of Trustees, and approved by the General Members. The Board of Trustees shall not incur indebtedness of St. Mary's School in excess of \$10,000.00 without the prior written approval of the General Members. The Board of Trustees shall not incur any indebtedness of St. Mary's Church.

The Board of Trustees shall consist of not fewer than fifteen (15), nor more than twenty-five (25) trustees. Four (4) trustees shall serve on the Board by virtue of holding specific offices (ex officio), and the remaining trustees shall be elected, as set forth below:

A. The ex officio Trustees are:

1. The Rector of St. Mary's Church;
2. The Senior Warden of St. Mary's Church;
3. The Headmaster; and
4. The immediate past Chairman of the Board.

The ex officio Trustees shall be voting trustees, except for the Headmaster and the immediate past Chairman of the Board who shall have a voice on the Board but no vote. Notwithstanding the foregoing, if the immediate past Chairman of the Board is serving a Trustee term, then such individual shall be entitled to vote. The Chairman of the Board shall not serve more than three (3) successive one (1) year terms of office. The immediate past Chairman of the Board shall serve as an ex officio Trustee for a period of one (1) year.

- B. The other Trustees shall be St. Mary's Church members, parents or grandparents of children currently enrolled in St. Mary's School, parents or grandparents of St. Mary's School Alumni or individuals of good standing in the Episcopal Church with a particular expertise needed by St. Mary's School. In addition to the ex officio Trustees, at least two Trustees shall be members in good standing of St. Mary's Church. Notwithstanding the foregoing, a majority of the Trustees shall be parents of children currently enrolled in St. Mary's School
- C. No St. Mary's School employee, no person who is a spouse, parent, child or sibling of a St. Mary's School employee, and no person who is involved, directly or indirectly, in the provision for compensation by St. Mary's School, of any goods or services to St. Mary's School, shall be eligible to serve as a Trustee, except as may be provided herein.

If any Trustee resigns or 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.

All regular Trustees shall serve for an initial term of three (3) years, commencing July 1 and ending June 30. No such member shall serve more than two (2) consecutive terms as a regular Trustee of the Board, except as provided herein. The term limits set forth above are not applicable to the following ex officio Trustees: the Rector, the Senior Warden or Headmaster.

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 two (2) full three (3) year terms as a Trustee. Service on the Board for one (1) year in an ex officio capacity shall not preclude election to two (2) full three (3) year terms as a Trustee subsequent to the expiration of the ex officio term.

## **ARTICLE VIII**

### **ELECTION OF TRUSTEES**

With the exception of the ex officio Trustees and pursuant to Articles V and IX, the General Members shall elect the Trustees. Trustees shall serve staggered terms of three (3) years each, so that one-third of the regular members of the Board are elected each year.

**ARTICLE IX**  
**EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the Rector, the Senior Warden, the Chairman of the Board, the immediate past Chairman of the Board and the Headmaster. The Rector, or his designee, shall preside at all Executive Committee meetings. In addition to any responsibilities designated by the Rector and/or the General Members, the Executive Committee is responsible for presenting a slate of nominees for non-ex officio Trustee positions to the General Members. 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. It shall be the responsibility of the Executive Committee to publicize to St. Mary's Church and St. Mary's School communities that it is searching for potential nominees who are qualified and willing to serve as members of the Board, and solicit the contribution of names of potential nominees. The Executive Committee shall deliver the nominations to the General Members, along with appropriate background information regarding the nominated individuals, at least ten (10) 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. Any vacancies on the Board shall be filled in the same manner, except that any Trustee elected to replace a Trustee whose term of office expired prematurely, shall serve only the unexpired term of that specific Trustee being replaced.

The Executive Committee shall also be responsible for the appointment of qualified individual(s) from the School Administration or other qualified individual(s) to fill any vacancy in the Headmaster position until that position is filled pursuant to these Articles.

**ARTICLE X**  
**BOARD MEETINGS**

Meetings of the Board shall be held as follows:

- A. Regular meetings of the Board 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 may be held at any time when called by the President, the Senior Warden of St. Mary's Church or the Chairman of the Board. A special meeting shall also be called upon written request of any five (5) Trustees.
- C. Except as otherwise provided herein, at least five (5) days written notice of all meetings shall be delivered to each Trustee, 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 otherwise provided by these Articles, a majority of the 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.
- E. St. Mary's School shall record minutes of all regular and special meetings of the Board. Such minutes shall be transcribed and finalized within thirty (30) days of the meeting date and shall be maintained with the St. Mary's School corporate records.

## **ARTICLE XI**

### **OFFICERS**

The officers of St. Mary's School shall be a President, a Chairman of the Board, a Treasurer, and such other officers as may hereafter be established by these Articles of Incorporation or any Bylaws hereafter adopted by St. Mary's School. The officers, other than the President and the Chairman of the Board, shall be appointed by the Executive Committee, 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 by the Executive Committee. The same person may simultaneously hold more than one (1) office of St. Mary's School, except that the Chairman of the Board 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 from time to time.

The President, who shall be the Rector of St. Mary's Church, shall preside at all Board meetings and perform other functions normally associated with the duties and responsibilities of the office, except to the extent that he or she chooses to delegate any of such duties to the Chairman of the Board.

The Chairman of the Board, who must be a Trustee, shall preside in the absence of the President and perform such duties as shall be delegated by the President. In addition to the foregoing, the Chairman of the Board shall also have the following responsibilities: (i) setting and coordinating the Trustee meeting agendas; (ii) establishing Board committees; (iii) acting as a conduit for communication to the General Members and the St. Mary's Church parish on St. Mary's School issues; (iv) conducting evaluations of the Headmaster and the Board; (v) participating in FCIS evaluations and events, as warranted; (vi) implementing the strategic planning process; (vii) appointing a Scribe to record Board minutes and maintain records; and (viii) appointing such Board committees as shall be necessary or desirable in the performance of his or her duties and responsibilities, or as shall be required by the St. Mary's School's Bylaws hereafter adopted or these Articles of Incorporation. Committee members need not be Trustees.

The Executive Committee shall nominate and appoint a candidate selected from the Board for the position of the Chairman of the Board.

The Treasurer, who need not be a member of the Board, shall have charge and custody of and be responsible for all funds and securities of St. Mary's School 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 and



comply with all requirements and reporting mandates set forth in the Constitution and Canons applicable to the "Office of Treasurer" and ensure that proper accounting controls are installed and maintained. The Treasurer shall be appointed by the Executive Committee.

## **ARTICLE XII**

### **HEADMASTER**

St. Mary's School shall have a Headmaster appointed by the Board. The Headmaster shall be a baptized communicant of the Episcopal Church, unless waived by a three-fourths (3/4) majority affirmative vote of St. Mary's Church Vestry. Appointment of the Headmaster and the Headmaster's initial employment contract, if any, shall be subject to an affirmative vote of three-fourths (3/4) of the Trustees and an affirmative vote of three-fourths (3/4) of the St. Mary's Church Vestry and approval from the Bishop of the Diocese of Southwest Florida. Further, a decision to terminate a Headmaster may be made only upon the affirmative vote of three-fourths (3/4) of the Trustees then holding office, at a special meeting called for that purpose, with ten (10) days written notice to the Trustees and the St. Mary's Church Vestry, specifying the time, place and purpose of the meeting. Further, the termination of a Headmaster must be approved by three-fourths (3/4) of the St. Mary's Church Vestry before such termination is effective.

The Headmaster shall perform those functions usually associated with administration of a parish day school, including, without limitation, the administration, implementation, and execution of Board policy, hiring and firing of faculty and other personnel, admissions (subject to Article XIII herein), 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 XIII**

### **ADMISSIONS POLICIES**

St. Mary's School 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 St. Mary's 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 St. Mary's School administered programs; provided, however, the Board shall set reasonable non-discriminatory standards for admission to St. Mary's School, and shall also give admissions priority to qualified siblings of current St. Mary's School enrollees, qualified children of active Church members in good standing (as defined by the St. Mary's Church Vestry), and qualified children of School Alumnae. For the purposes of this Article, "qualified" shall mean those children who satisfy the admissions thresholds as established by St. Mary's School.

## **ARTICLE XIV**

### **FINANCES**

The budget and finances of St. Mary's School shall be kept and remain separate and apart from those of St. Mary's Church, and maintained in accordance with the Constitution and Canons

of the Episcopal Church and its related policies and guidelines. The fiscal year for St. Mary's School shall be July 1 through June 30. At least sixty (60) days prior to July 1<sup>st</sup> of each St. Mary's School year the Board shall submit the annual operating budget, in a line item format, to the General Members for their approval.

#### **ARTICLE XV**

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

The Articles of Incorporation of St. Mary's School shall be amended or additional provisions added or adopted by a three-fourths (3/4) vote of the General Members. Such amendment may take place at any duly noticed 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 General Member at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be considered. Any amendment of these Articles of Incorporation is subject to approval of the Bishop of the Diocese of Southwest Florida.

Any Bylaws of St. Mary's School (the "Bylaws") shall be made, altered or rescinded by a majority vote of the Board, 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, the Articles or Bylaws of St. Mary's Church or the Constitution and Canons of the Episcopal Church shall be null and void.

#### **ARTICLE XVI**

#### **GENERAL**

All income and assets of St. Mary's School above necessary expenses shall be administered solely and exclusively for the corporate purposes as stated herein and in compliance with the Constitution and Canons. St. Mary's School 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 St. Mary's School shall be distributed to its members, directors, officers or subscribers, provided that St. Mary's School may pay compensation in a reasonable amount to its employees.

#### **ARTICLE XVII**

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

The undersigned hereby confirm St. Mary's School's Registered Office to be located at 2101 South Hubert, Tampa, Florida 33629, and hereby designate the School Business Manager, Suzan Pruiett, as the Registered Agent of St. Mary's School, to accept service of process within the state, to serve in such capacity until his or her successor is appointed and duly designated.

## **ARTICLE XVIII**

### **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 St. Mary's School (or serves or served any other corporation or other entity or organization in any capacity at the request of St. Mary's School while he or she was a director, officer or employee of St. Mary's School) shall be and hereby is indemnified by St. Mary's School 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 Trustee or an officer) of St. Mary's School, 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 Trustee and officers.

## **ARTICLE XIX**

### **PROHIBITED ACTIVITIES**

St. Mary's School 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 St. Mary's School, 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; or
- (d) Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 XX**

### **DEDICATION OF ASSETS**

St. Mary's School dedicates all assets which it may acquire for the charitable purpose set forth in Article II hereof. In the event that St. Mary's School shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, St. Mary's School shall distribute all its existing assets to St. Mary's 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 1986 or corresponding sections of any prior or future law.

**ARTICLE XXI**  
**DURATION**

The term of St. Mary's School shall be perpetual or until such time as St. Mary's School is dissolved voluntarily or by law. Voluntary dissolution of the St. Mary's School corporation shall require an affirmative vote of three-fourths (3/4) of the St. Mary's Church Vestry and an affirmative vote of three-fourths (3/4) of the Board of Trustees.

**IN WITNESS WHEREOF**, the undersigned have subscribed their names this 9<sup>th</sup> day of April, 2008.

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

Janette Ransom  
Signature  
Janette Ransom  
Print Name

By: Dennis D. Kezar  
The Rev. Dennis Kezar,  
Rector and President

Pamela Bandyk  
Signature  
Pamela Bandyk  
Print Name

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

Janette Ransom  
Signature  
Janette Ransom  
Print Name

By: Dennis D. Kezar  
The Rev. Dennis Kezar,  
Rector and President

Pamela Bandyk  
Signature  
Pamela Bandyk  
Print Name

**[SIGNATURES CONTINUED ON NEXT PAGE]**

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

Sherry D. Hoskins  
Signature

Sherry D. Hoskins  
Print Name

Marilyn Mullen Healy  
Signature

Marilyn Mullen Healy  
Print Name

By: Roy J. Ford

Print Name: Roy J. Ford

Title: St. Mary's Episcopal Church, Inc.,  
Senior Warden

**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 HIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 9<sup>th</sup> day of April, 2008.



Suzan Pruiett  
Title: St. Mary's Episcopal Day School –  
Business Manager