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2022 MAR 17 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FL

**R. Craig Mayfield**

Partner

cmayfield@bradley.com

813.559.5500

813.229.5946 fax

**Bradley**

March 7, 2022

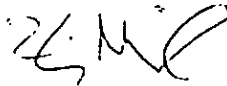
Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, Florida 32303

Re: Amended Articles of Incorporation for St. Mary's Episcopal Day School, Inc.,  
Florida Not For Profit Corporation

To Whom It May Concern:

Please find enclosed for filing Amended Articles of Incorporation for St. Mary's Episcopal Day School, Inc., a Florida Not For Profit Corporation, located at 2101 South Hubert Avenue, Tampa, Florida, 33629. These Amendments and the attached Articles were approved and duly adopted by the General Membership of the Corporation on September 14, 2021. Thank you in advance for your attention to this filing.

Sincerely,



R. Craig Mayfield

Enclosure

**FILED**

**2022 MAR 17 AM 8: 54**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. MARY'S EPISCOPAL DAY SCHOOL, INC.  
A Florida Not For Profit Corporation**

**Preamble**

Notice is hereby given that the undersigned, upon resolution duly adopted and passed pursuant to a vote by the General Members of St. Mary's Episcopal Day School, Inc., pursuant to its Articles of Incorporation, the provisions of Chapters 617 ~~and 609~~, 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. These Amended and Restated Articles of Incorporation ("these Articles") were duly adopted by the general membership of St. Mary's Episcopal Day School, Inc. September 14, 2021.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be St. Mary's Episcopal Day School, Inc. ("St. Mary's School" or the "School"). The principal office of 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" or the "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 (the "Rector"), and shall provide all students with religious courses in scriptures, ethics, the Judeo-Christian tradition and other religious subjects as approved by the Rector pursuant to these Articles. 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"), as well as 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**

Except as limited by these Articles, 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 all such other powers as or granted to corporations not for profit under Florida law.

### **ARTICLE IV** **RELATIONSHIP BETWEEN ST. MARY'S SCHOOL, ST. MARY'S CHURCH, AND THE DIOCESE OF SOUTHWEST FLORIDA**

A. 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 principles established by the St. Mary's Church Vestry.

B. The Bishop and Diocesan Council may require reports from the School, specify the information to be disclosed by such reports, and shall have the right to inspect, or cause to be inspected, the School at any time.

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

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

B. Meetings. The General Members shall hold an annual meeting (the "Annual Meeting") prior to the end of the School's fiscal year, as defined under Article XII, Finances and Fiscal Year, to elect Trustees pursuant to Article VII, Board of Trustees, and to address new or old business relating to St. Mary's School. 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, 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 by the Rector or his or her designee at least ten (10) days prior to the meeting date. A General Member may waive the requirement of notice of any meeting of the General Members by signing a waiver of notice either before or after the meeting, or stating so verbally at the meeting, which shall be recorded in the meeting minutes. The attendance of a General Member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place or time of such meeting or the manner in which it has been called or convened, except when the General Member states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the General Members need be specified in the notice or waiver of notice of such meeting.

C. Quorum. A majority of the General Members shall constitute a quorum at any meeting.

## **ARTICLE VI**

### **RECTOR**

A. Supervision of Religious Education. In addition to the responsibilities as President set forth in Article IX, Officers, 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 Head of School; and (iv) working with the St. Mary's School administration to ensure compliance with Articles II and XI 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.

B. Supervision of School Chaplain. The School shall establish and maintain the position of Chaplain. Such Chaplain shall be an ordained presbyter in good standing in the Episcopal Church, except as otherwise permitted by the Constitution and Canons and the Bishop. The Chaplain shall be a member of the School faculty and shall be compensated for his or her

service by the School. The Rector shall have jurisdiction and supervision over any person called by the Bishop of the Diocese of Southwest Florida and appointed by the Rector as the School Chaplain. The duties of the Chaplain shall be determined by the Head of School, with the prior approval of the Rector. It is expected that the Chaplain will assist from time to time in the conduct of services of the Church.

## **ARTICLE VII**

### **BOARD OF TRUSTEES**

A. General Powers and Responsibilities. 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 shall be managed by a board of trustees (the "Board of Trustees" or the "Board"), subject to necessary approvals by the General Members. 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 Board shall work closely and communicate regularly with the General Members, pursuant to procedures established by the General Members. 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.

B. Composition of the Board of Trustees. The Board of Trustees, collectively the "Trustees," shall consist of not fewer than ten (10) nor more than twenty (20) Trustees. Three (3) Trustees shall serve on the Board by virtue of holding specific offices ("ex officio Trustees"), and the remaining trustees (the "Elected Trustees") shall be elected pursuant to the provisions of this Article.

1. The ex officio Trustees are:
  - a. The Rector of St. Mary's Church, who shall be a voting Trustee;
  - b. The Senior Warden of St. Mary's Church, or a member of the Vestry appointed by the Senior Warden to serve in lieu of the Senior Warden, who shall be a voting Trustee;
  - c. The Head of School, who shall have a voice on the Board but no vote.

2. The Elected 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. At least two (2) Elected 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.
3. 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 of any goods or services to St. Mary's School for compensation by the School, shall be eligible to serve as a Trustee, except as may be provided herein.

C. Nomination and Election of Elected Trustees.

1. Nominations. Nominations for the election of Elected Trustees may be made by the then-sitting Trustees and by the then-sitting General Members. With respect to nominees to be seated as members in good standing of St. Mary's Church, the General Members shall evaluate such nominees' qualifications to fill such seats.
2. Criteria for Selection of Nominees. The Board shall profile its members, determine the skills and talents needed on the Board, and shall share such profile with the General Members. Skills and talents generally needed by the Board include experience and expertise in accounting, finance and investing, education, law, marketing, personnel, executive management, and construction and maintenance of buildings. The Board and the General Members shall endeavor to nominate at least one person for each existing or impending vacancy of the Board with the needed skills and talents.
3. Application to Serve as a Trustee. The General Members shall establish an application process to be followed by the Chair and the Board, which shall include the information to be sought from each potential Elected Trustee applicant in the form of a written application (the "Application").
4. Solicitation of Potential Nominees. The Chair shall solicit Applications of potential Trustee nominees by publicizing to the respective Church and School communities that the Board is searching for potential nominees who are qualified and willing to serve on the Board of Trustees.

5. Nominating Committee. The Chair, Senior Warden (or his or her Vestry designee, as applicable), the Head of School, and up to three (3) additional committee members (from the Board and/or the Vestry) selected in consultation with the Rector and Head of School shall constitute a Nominating Committee. The Nominating Committee shall recommend a slate of Elected Trustee nominees to be presented to the Board.
6. Election of Elected Trustees by General Members. Once the Board has selected a slate of nominees, it shall submit that slate and all Applications submitted by potential nominees, whether or not they were included in the slate of nominees, to the General Members, at least twenty-one (21) days prior to the Annual Meeting. The General Members shall elect the Elected Trustees to fill vacancies on the Board, including the seat or seats held by members in good standing of the Church.
7. Terms of Office. Elected Trustees shall serve staggered terms of three (3) years each, so that one-third (1/3) of the Elected Trustees are elected each year. All Elected Trustees' respective initial terms shall commence July 1 and end June 30. No such Trustee shall serve more than two (2) consecutive terms as an Elected Trustee, except as provided herein. The term limits set forth herein are not applicable to the ex officio Trustees, specifically the Rector/President, the Senior Warden or his or her Vestry designee, as applicable, and the Head of School. 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 as an ex officio Trustee shall not preclude election to two (2) full three (3) year terms as an Elected Trustee subsequent to the expiration of the ex officio term.
8. Mid-Term Vacancies. 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. Any vacancies on the Board shall be filled in the same manner as an initial election, 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.

D. The Church's Responsibility for the School. The ultimate control of and legal responsibility for St. Mary's School rests with the General Members. The Board of Trustees derives its status and authority from St. Mary's Church and may be dissolved or reconstituted by an affirmative vote of two-thirds (2/3) of the General Members. Written 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 such action is to be considered.

## **ARTICLE VIII** **BOARD OF TRUSTEES 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 or the Chair of the Board. A special meeting shall also be called upon written request to the Secretary by any five (5) Trustees.

C. Except as otherwise provided herein, at least ten (10) days written notice of all meetings shall be delivered 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 notices 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. The Secretary, or his or her designee, shall record minutes of all regular and special meetings of the Board. Such minutes shall be transcribed, finalized and distributed to the Trustees within thirty (30) days of the meeting date. Upon approval of such minutes by the Trustees, the final minutes shall be submitted to the General Members within ten (10) days of the approval date. The final minutes shall be maintained with the St. Mary's School corporate records in one or more books provided for that purpose.

## **ARTICLE IX** **OFFICERS**

The officers of St. Mary's School shall be a President, a Chair of the Board, a Treasurer, a Secretary and such other officers as may hereafter be established by these Articles.

A. Election of Officers. The officers, other than the President, shall be elected by the Board at its final meeting of the School's fiscal year, as defined under Article XII, Finances and Fiscal Year, below. The officers shall serve for a term of one (1) year coinciding with the next

fiscal year, 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. The same person may simultaneously hold more than one (1) office on the Board, except that the President and the Chair 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.

B. President. 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 Chair of the Board. The President shall also have the powers and responsibilities set forth for the Rector and President of this corporation elsewhere in these Articles. The President shall be notified and invited to all school committee meetings and the President may attend as she or he sees fit.

C. Chair of the Board. The Chair of the Board (the "Chair"), who must be a Trustee, shall preside at Board meetings in the absence of the President and perform such duties as shall be delegated by the President. In addition to the foregoing, the Chair shall also have the following responsibilities: (i) setting and coordinating the Trustee meeting agendas; (ii) acting as a conduit for communication to the General Members and the St. Mary's Church parish on St. Mary's School issues; (iii) conducting evaluations of the Head of School and the Board; (iv) participating in Florida Council of Independent Schools (FCIS) (or, if needed, another accreditation body) evaluations and events, as warranted; (v) establishing and appointing such 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 Bylaws hereafter adopted or these Articles of Incorporation, the members of which need not be Trustees; and (vi) implementing the strategic planning process. The Chair shall not serve more than three (3) successive one (1) year terms of office.

D. Secretary and Assistant Secretary. The Secretary, who must be a Trustee, shall have the following responsibilities: (i) perform the duties of the Secretary described in Article VIII, Board of Trustees Meetings; (ii) see that all notices are duly give in accordance with these Articles, the provisions of the Bylaws which may hereafter be adopted, the Constitution and Canons, and Florida law; (iii) be custodian of the Corporate records and of the seal of the School and see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorize; (iv) maintain a list of the post office and electronic address of all General Members, which shall be furnished to the Board; (v) maintain a list of the post office and electronic address of all Trustees, which shall be furnished to the General Members; and (vi) in general perform all duties incident to the office of Secretary and such other duties which from time to time may be assigned to him or her by the President, the Chair, or the Board. Any

Assistant Secretary elected or appointed by the Board shall perform the duties of the Secretary in his or her absence or upon his or her request.

E. Treasurer. The Treasurer, who need not be a Trustee, 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 President 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." The Treasurer shall make proper reports to the Board, the General Members and the Diocese, as may be required by the General Members and the Constitution and Canons. The Treasurer shall ensure that proper accounting controls are installed and maintained.

## **ARTICLE X**

### **HEAD OF SCHOOL**

A. Appointment and Termination of the Head of School. St. Mary's School shall have a Head of School nominated by the Board. The Head of School shall be a baptized communicant of the Episcopal Church, unless waived by a two-thirds (2/3) majority affirmative vote of the General Members. Appointment of the Head of School and his or her initial employment contract, if any, shall be subject to (i) an affirmative vote of two-thirds (2/3) of the Trustees, (ii) an affirmative vote of two-thirds (2/3) of the General Members and (iii) approval from the Bishop of the Diocese of Southwest Florida. A decision to terminate a Head of School requires 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 the Trustees and the General Members, specifying the time, place and purpose of the meeting. Any termination of a Head of School initiated by the Board of Trustees must separately be approved by two-thirds (2/3) of the General Members then holding office before such termination is effective.

B. Head of School General Powers and Responsibilities. The Head of School shall have the powers and responsibilities assigned to the Head of School in these Articles. He or she shall also 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, 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.

C. Hiring School Staff. The Head of School shall have the power and responsibility for employing such professionally qualified administrators, teachers, coaches and instructors as are necessary to maintain the highest educational standards for each level of class instruction and

for the athletic and enrichment programs in operation at the School. Office and other personnel may be hired as required to assist the Head of School with performing his or her appointed duties.

D. Head of School Vacancy. In the event of any vacancy in the Head of School position, the Trustees shall appoint a qualified individual as the acting Head of School (the "Acting Head of School"). In addition, the Trustees may appoint one or more individuals as assistant administrators to the Acting Head of School. The Acting Head of School, or his or her successor, and any assistant administrators, shall serve until the Head of School position is filled pursuant to this Article. Any Acting Head of School shall be selected either from the roster of current School Administrators or from a list of individuals outside the School, compiled by the Trustees in consultation with the General Members, with school administrator experience. The Acting Head of School shall not be eligible to become the Head of School unless he or she is nominated by the Trustees and meets the requirements for appointment in Article X.A.

## **ARTICLE XI**

### **ADMISSIONS POLICIES**

A. General 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 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 St. Mary's School administered programs; provided, however, that the Board shall set reasonable non-discriminatory standards for admission to the School.

B. Admissions Priority. Admissions priority shall be given 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 Alumni, pursuant to the St. Mary's Admission and Enrollment Management Policy. For the purposes of this Article, "qualified" shall mean those children who satisfy the admissions thresholds as established by St. Mary's School. In the case of a tie decision pursuant to the processes of the St. Mary's Admission and Enrollment Management Policy and the Admissions Review Committee, the Rector shall have final authority with regards to the admission of the child of an active Church member.

## **ARTICLE XII**

### **FINANCES AND FISCAL YEAR**

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 and their 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 XIII**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS**

A. Amendments to Articles of Incorporation. The Articles of Incorporation of St. Mary's School shall be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the General Members. Such amendment may take place at a 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 shall become effective upon approval of the Bishop and the Diocesan Council.

B. Bylaws. 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 Bylaws change is to be voted upon. Approval by the Board of any adoption, alteration, or rescission of all or part of the Bylaws shall be effective only upon approval of the General Members. Any Bylaw which conflicts with these Articles, the Articles or Bylaws of St. Mary's Church, or the Constitution and Canons shall be null and void.

C. Bishop and Diocesan Council Approval. Any amendment of the School's Articles of Incorporation, bylaws, or other organizing and governing documents shall be subject to the approval of the Bishop and Diocesan Council.

**ARTICLE XIV**  
**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 XV**  
**REGISTERED OFFICE AND REGISTERED AGENT**

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

**ARTICLE XVI**  
**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 provision of the Florida Not For Profit Corporation Law for the indemnification of Trustees and officers.

**ARTICLE XVII**  
**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 XVIII**  
**DEDICATION OF ASSETS**

A. 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.

B. No real property, the title to which is held by or for the use of the School, shall be encumbered, sold, alienated, transferred or conveyed without the prior consent and approval of the Bishop and Diocesan Council. No approval given through such process shall confer any actual or implied authority on the School or Board of Trustees to impose any liability on the Diocese or subject the Diocese to any liability.

**ARTICLE XIX**  
**DURATION**

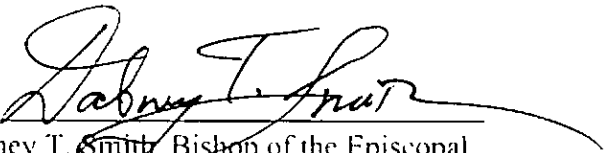
The term of St. Mary's School shall be perpetual or until such time as St. Mary's School is dissolved voluntarily or by law. Voluntary dissolution of the St. Mary's School corporation shall require an affirmative vote of two-thirds (2/3) of the General Members.

ANNEXED CONSENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ST. MARY'S EPISCOPAL DAY SCHOOL, INC.

Acting pursuant to the provisions of Article XIII of the foregoing Amended and Restated Articles of Incorporation of St. Mary's Episcopal Day School, Inc., a Florida Not For Profit Corporation (the "Corporation"), the Bishop and the Diocesan Council of the Episcopal Church of Southwest Florida Incorporated hereby consent to the action taken by the General Members of the Corporation to amend and restate the Articles of Incorporation of the Corporation in the manner set forth in the document to which this Consent is annexed.

Date: 10/15/2021

Diocesan Council of the Episcopal  
Diocese of Southwest Florida Incorporated

By:   
Dabney T. Smith, Bishop of the Episcopal  
Diocese of Southwest Florida Incorporated



IN WITNESS WHEREOF the undersigned have subscribed their names this 11<sup>th</sup> day of NOVEMBER, 2021.

WITNESSES

**St. Mary Episcopal Day School, Inc.,  
a Florida Not For Profit Corporation**

Richard Visconti  
Print Name: \_\_\_\_\_

By: Richard Visconti  
The Rev. Cn. Dr. Richard Visconti  
Priest in Charge and President

\_\_\_\_\_  
Print Name: \_\_\_\_\_

**St. Mary Episcopal Church of Tampa,  
Florida, Inc. a Florida Not For Profit  
Corporation**

Richard Visconti  
Print Name: \_\_\_\_\_

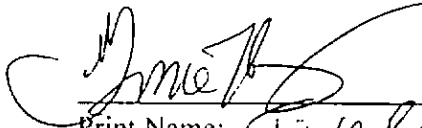
By: Richard Visconti  
The Rev. Cn. Dr. Richard Visconti  
Priest in Charge and President

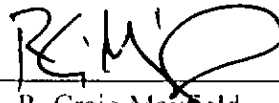
\_\_\_\_\_  
Print Name: \_\_\_\_\_


Simon Williams  
Print Name: Simon Williams

By: R. Craig Mayfield  
R. Craig Mayfield  
Senior Warden

Kelly S. Collins  
Print Name: Kelly S. Collins

  
Print Name: Tina Rodriguez-Pajerski

By:   
R. Craig Mayfield  
Senior Warden

  
Print Name: Erika Cannon

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Amended and Restated Articles of Incorporation document was acknowledged before me by Rev. Eric Kahl as President of St. Mary's Episcopal Day School, Inc., and as Rector and President of St. Mary's Episcopal Church of Tampa, Florida, Inc.; and by R. Craig Mayfield as Senior Warden of St. Mary's Episcopal Church of Tampa, Florida, Inc., on behalf of said respective corporations. They are personally known to me and did not take an oath this \_\_\_ day of \_\_\_\_\_, 2021.

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XV 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 \_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Brian Albritton, Parish Chancellor

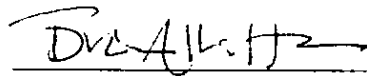
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Amended and Restated Articles of Incorporation document was acknowledged before me by Rev. Cn. Dr. Richard Visconti as Priest-in-Charge and President of St. Mary's Episcopal Day School, Inc., and as Priest-in-Charge and President of St. Mary's Episcopal Church of Tampa, Florida, Inc.; and by R. Craig Mayfield as Senior Warden of St. Mary's Episcopal Church of Tampa, Florida, Inc., on behalf of said respective corporations. They are personally known to me and did not take an oath this 11<sup>th</sup> day of NOVEMBER, 2021.

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XV 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 22<sup>d</sup> day of February, 2022.



Brian Albritton, Parish Chancellor