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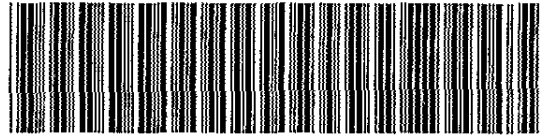
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9-12-03

LAW OFFICES OF  
**HILL, WARD & HENDERSON**

PROFESSIONAL ASSOCIATION

3700 BANK OF AMERICA PLAZA  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-5195

(813) 221-3900

TELECOPIER (813) 221-2900

MAILING ADDRESS

Post Office Box 2231  
TAMPA, FLORIDA 33601-2231

WWW.HWHLAW.COM

DIRECT LINE: (813) 222-8503

E-MAIL ADDRESS: [rford@hwhlaw.com](mailto:rford@hwhlaw.com)

September 9, 2003

ROSALIND K. BAK  
THOMAS W. BLACK  
MARIE ATTAWAY BORLAND  
GREGORY P. BROWN  
MICHAEL P. BRUNDAGE  
ROCCO CAFARO  
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DAVID R. TYRRELL  
DENNIS P. WAGGONER  
STEVEN A. WILLIAMS

ANDREW J. LUBRANO  
(1992-1999)  
DOUGLAS P. McCLURG  
(1949-2002)  
MARTIN L. GARCIA  
OF COUNSEL  
DAVID E. WARD, JR.  
OF COUNSEL

**Via U.S. Mail**

Division of Corporations  
Uniform Business Report Filing  
Post Office Box 1500  
Tallahassee, Florida 32302-1500

**Re: St. Mary's Episcopal Church of Tampa, Florida, Inc.  
Amended Articles of Incorporation**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation for St. Mary's Episcopal Church of Tampa, Florida. Also enclosed is my firm's check in the amount of \$35.00 representing the associated filing fee.

Please return a stamped copy of the recorded Articles in the enclosed, self-addressed stamped envelope.

Please feel free to call me at (813) 222-8503 if you have any questions.

Sincerely,

HILL, WARD AND HENDERSON

  
Roy J. Ford, Jr.

RJF/lhc  
Enclosures

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

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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 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 School on July 20, 2003.

**ARTICLE I**

**CORPORATE NAME**

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

**ARTICLE II**

**CORPORATE PURPOSE**

The 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.

The 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. (the "Church"). The 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. Further, the School shall accede to, recognize and conduct its operations in compliance with the Constitution and Canons of the Diocese of Southwest Florida. The Doctrines and Discipline of the Episcopal Church in the United States of America and the Constitution and Canons of the Diocese of Southwest Florida shall be hereinafter collectively referred to as 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 III**

#### **CORPORATE POWERS**

Pursuant to and in compliance with the Constitution and Canons of the Episcopal Church and in compliance with these Articles, the 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 the School and Church; to exercise all powers necessary or convenient for the further ends of the purposes for which the School is organized, and shall have such other powers as or granted to corporations not-for-profit under Florida Statutes and Florida common law.

### **ARTICLE IV**

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

The School is an integral part of the life and work of the Church and an extension of the Church, and shall be operated in accordance with the fundamental principals established by 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.

### **ARTICLE V**

#### **DURATION**

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

### **ARTICLE VI**

#### **MEMBERSHIP**

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

The General 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 General Members shall conduct business as may properly come before the meeting. The Senior Warden, Rector, or two thirds (2/3) of the General Members may call a special meeting of the general 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 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 non-ex officio, regular members (as defined in Article VIII herein) of the School's Board of Trustees, as provided below, at the annual meeting or any special meeting called for that purpose.

The majority of the General 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 XII hereof and as set forth in the Constitution and Canons of the Episcopal Church, the Rector shall have control of the worship and spiritual direction of the School. The Rector shall have jurisdiction and supervision over religious education, including but not limited to: (i) developing and implementing the religious curriculum approved by the General Members; (ii) worship services; (iii) maintaining contact and cooperating with School administration through frequent working consultations with the Headmaster; and (iv) working with School administration to ensure compliance with Articles II and XV hereof. 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 School 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 ("Board") subject to the necessary approvals by the General Members and in accordance with the Constitution and Canons of the Episcopal Church. The Board shall be responsible for directing the operation of the School, including but not limited to, establishing the guiding policies and procedures of the 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 with the General Members and shall communicate quarterly pursuant to the procedure established by the General Members. The annual operating budget, the general educational policy, the admissions policies and the tuition and fees for the School shall be proposed by the Board, and approved by the General Members. The Board shall not incur indebtedness of the School in excess of \$10,000.00 without the prior written approval of the General Members. The Board shall not incur any indebtedness of the Church.

The Board shall consist of not fewer than thirteen (13), nor more than twenty-two (22), members. Five (5) members shall serve on the Board 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 and the immediate past Chairman of the Board, both of whom 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 Church Vestry, elected by the Vestry to serve as liaison to the Board (the "Vestry Liaison");
  4. The Headmaster; and
  5. The immediate past Chairman of the Board.

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 immediate past Chairman of the Board shall serve as an ex officio Board Member for a one (1)- year period.

- B. The other members shall be selected from the Church, School and greater Tampa communities as provided below:
1. At least sixty percent (60%) of the Trustees, exclusive of the ex officio members, shall be active Church members in good standing, as defined by the Church Vestry.
  2. The remaining regular members shall be parents or grandparents of children currently enrolled in the School, parents or grandparents 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 members authorized by this subsection shall be parents of children currently enrolled in the School.

No more than six (6) regular members of the Board 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. Replacement Trustees needed to fill vacancies on the Board which occur for a reason other than the expiration of a Trustee member's term of office shall be nominated by the Executive Committee and appointed by the General Members.

No School employee; no person who is a spouse, parent, child or sibling of a School employee; and no person who is involved, directly or indirectly, in the provision, for

compensation by the School, of any goods or services to the School, shall be eligible to serve as a member of the Board, except as may be provided herein.

All regular members of the Board shall serve for an initial term of three (3) 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, 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 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.

The ultimate control of and legal responsibility for the School rests with the General Members. The Board 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 General Members. Notice of such proposed action shall be given to the General Members of the Church corporation at least five (5) days before the meeting at which action is to be considered.

## **ARTICLE IX**

### **ELECTION OF TRUSTEES**

The General Members shall elect the regular members of the Board. 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. The election shall take place at the annual meeting of the School, unless the Executive Committee determines that a special meeting is necessary.

## **ARTICLE X**

### **EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the Rector, the Senior Warden, the Chairman of the Board, the Headmaster, the Vestry Liaison, and the immediate past Chairman of the Board. 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 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 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 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. 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 General Members, the Executive Committee shall submit the preliminary list, along with background information on the individuals on the list, to the Rector

for input. The Rector shall then advise the Executive Committee of any name on the list which may have difficulty attaining a majority vote of the General Members. After input from the Rector, the Executive Committee shall deliver the nominations to the General Members, 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 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 the Church or the Chairman of the Board. A special meeting shall also be called by the School's Secretary 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 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 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. Provided, however, 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 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 submitted to the General Members within forty-five (45) days of the meeting date.

The Chairman of the Board 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 School's Bylaws hereafter adopted or Articles of Incorporation. Committee members need not be members of the Board.



## ARTICLE XII

### OFFICERS

The officers of the School shall be a President, a Chairman of the Board, 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 School. The officers, other than the President and the Chairman of the Board, 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 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 the 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 member of the Board, 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 Church parish on School issues; (iv) conducting evaluations of the Headmaster and the Board; (v) participating in FCIS evaluations and events, as warranted; and (vi) implementing the strategic planning process. The Executive Committee shall nominate a candidate selected from the Board for the position of the Chairman of the Board and shall submit such candidates to the General Members for approval. The Chairman of the Board shall not serve more than three (3) successive one (1) year terms of office.

The Secretary shall (i) keep the minutes of the proceedings of the School 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 (as hereinafter defined), the School's Articles of Incorporation as required by law and as required by the Constitution and Canons of the Episcopal Church; (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 authorized; (iv) keep a list of the post office addresses of all General Members, which shall be furnished to the Secretary and the Board; 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. The School may have one or more assistant Secretaries who shall perform the duties of the Secretary in his or her absence.

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 the 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 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, the General Members and the Diocese as required by the Constitution and Canons of the Episcopal Church, and/or the General Members. 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. The Headmaster shall be a baptized communicant of the Episcopal Church, unless waived by a three-fourth (3/4) majority affirmative vote of the General Members. Appointment of the Headmaster and the Headmaster's initial employment contract, if any, shall be subject to approval of the General Members and the Bishop of the Diocese of Southwest Florida. Further, the termination of a Headmaster must be approved by the General Members before such termination is effective.

The Headmaster shall cooperate and work closely with the Rector and the General Members in the initiation, development and implementation of the School's program of religious education and spiritual goals. He or she 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 XV 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 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 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 School administered programs; provided, however, the Board shall set reasonable non-discriminatory standards for admission to the School, and shall also give admissions priority to qualified children of active Church members in good standing (as defined by the Church Vestry) and to qualified siblings of current School enrollees. For the purposes of this Article, "qualified" shall mean those children who satisfy the admissions thresholds as established by the School.

## **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 shall submit the annual operating budget, in a line item format, to the General Members for their approval.

## **ARTICLE XVII**

### **AMENDMENTS**

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

The Articles of Incorporation of this 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 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 Board 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.

Any Bylaws of the School ("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 the Church or the Constitution and Canons of the Episcopal Church shall be null and void.

## **ARTICLE XVIII**

### **GENERAL**

All income and assets of the 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 of the Episcopal Church. This 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 the School shall be distributed to its members, directors, officers or subscribers, provided that the School may pay compensation in a reasonable amount to its employees.

## **ARTICLE XIX**

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

The undersigned hereby confirm the School's Registered Office to be located at 2101 South Hubert, Tampa, Florida 33629, and hereby designate and confirm the Church Chancellor, Roy J. Ford, Jr., as the Registered Agent of the School, to accept service of process within the state, to serve in such capacity until his 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 School (or serves or served any other corporation or other entity or organization in any capacity at the request of the School while he or she was a director, officer or employee of the School) shall be and hereby is indemnified by the 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 the 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 Trustees and officers.

## **ARTICLE XXI**

### **PROHIBITED ACTIVITIES**

The 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 the 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 XXII**

**DEDICATION OF ASSETS**

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

IN WITNESS WHEREOF, the undersigned have subscribed their names this 25<sup>th</sup> day of July, 2003.

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

Print Name: W D McLEAN III

By:

W D McLean III  
The Rev. William D. McLean, III, Rector  
and President

Lauren R. Pepper  
Print Name: Lauren R. Pepper

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


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

By:

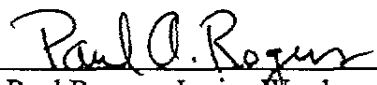
W D McLean III  
The Rev. William D. McLean, III, Rector  
and President

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

Lia H. Costello  
Print Name: Lia H. Costello

By:   
Matt Valaes, Senior Warden

Sharon Farley  
Print Name: SHARON FARLEY

By:   
Paul Rogers, Junior Warden

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

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

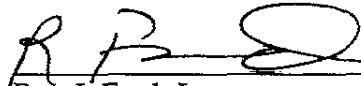
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**ACCEPTANCE BY REGISTERED AGENT**

2003 SEP 12 PM 3:38

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 September, 2003.

  
\_\_\_\_\_  
Roy J. Ford, Jr.