

L03000022281

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fix audit number (shown below) on the top and bottom of all pages of the document.

(((H04000105754 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

L03-22281

LIMITED LIABILITY AMENDMENT

GOOD SHEPHERD EPISCOPAL SCHOOL, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$60.00

RECEIVED

04 MAY 14 PM 3:13

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 14 11:18

Electronic Filing Menu

Corporate Filing

Public Access Help

5/17/2011

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GOOD SHEPHERD EPISCOPAL SCHOOL, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

1. **NAME**. The name of the limited liability company is **GOOD SHEPHERD EPISCOPAL SCHOOL, LLC** (the "Company").

2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE**. The mailing and street address of the principal office of the Company is: 402 Seabrook Road, Tequesta, Florida 33469.

3. **REGISTERED AGENT**. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Steven R. Parson, Esq., 222 Lakeview Avenue, #800, West Palm Beach, Florida 33401.

4. **COMPANY'S ACTIVITIES**. The activities of the Company shall be limited to the ownership and operation of an educational institution for students in pre-kindergarten through 6th grade (the "School"). The Company shall operate as a traditional Episcopal School as developed from The Episcopal Church of The Good Shepherd. It is the intention of The Episcopal Church of The Good Shepherd of Tequesta, Inc., the Company's sole member ("Member"), that the ethos of the School shall remain Episcopal as long as the School shall operate. The Company shall not be permitted to operate a school which is independent, non-denominational or other than Episcopal in nature.

5. **OPERATION**. The Company shall be operated exclusively to further the charitable purposes of its sole Member, The Episcopal Church of The Good Shepherd of Tequesta, Inc., a Florida not-for-profit corporation.

6. **MEMBER REQUIREMENTS**. All members of the Company must be and remain an organization which is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No member may transfer or assign (directly or indirectly) its member interest to a transferee other than an organization described in Section 501(c)(3) of the Code.

7. **TRANSFER OF INTERESTS OR ASSETS OF COMPANY**. The Company, any interest in the Company (other than a member interest), or the Company's assets may only be

transferred (whether directly or indirectly) to a person or entity, other than an organization described under Section 501(c)(3) of the Code, in exchange for the fair market value thereof. The Company shall not distribute any assets to a member which ceases to be an organization described in Section 501(c)(3) of the Code. Upon dissolution of the Company, the assets of the Company must continue to be devoted to charitable purposes.

8. AMENDMENTS. Any amendments to the Company's Articles of Organization must be consistent with the terms of Section 501(c)(3) of the Code.

9. MERGER OR CONVERSION. The Company shall not merge with or convert into a for-profit entity.

10. LOSS OF EXEMPTION OF MEMBER. If any member ceases to be an organization described in Section 501(c)(3) of the Code ("Loss of Exemption"), such member shall sell its member interest to the Company for its then fair market value, as determined by a neutral third party qualified to appraise businesses such as the Company's business, within ninety (90) days from the Loss of Exemption.

11. ENFORCEMENT OF RIGHTS. Each member of the Company shall expeditiously and rigorously enforce all of its rights in the Company and will pursue all legal and equitable remedies to protect its interests in the Company.

12. CONSISTENCY AND ENFORCEABILITY. The Company represents that all of its organizing document provisions are consistent with Florida laws governing limited liability companies, and are enforceable at law and in equity.

The undersigned has executed these Amended and Restated Articles of Organization on the 11th day of May, 2004.

**GOOD SHEPHERD EPISCOPAL
SCHOOL, LLC**

By: The Episcopal Church of The Good
Shepherd of Tequesta, Inc., its sole member

By: 
Rev. Robert S. Taylor, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 14 AM 11:18

H040001057543

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **GOOD SHEPHERD EPISCOPAL SCHOOL, LLC.**
2. The name and address of the registered agent and office is:

Steven R. Parson, Esq.
Ruden, McClosky, Smith, Schuster & Russell, P.A.
222 Lakeview Avenue, Suite #800
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steven R. Parson

Steven R. Parson, Esq.

5/12/04

(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 14 AM 11:18