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FLORIDA NON-PROFIT CORPORATION

ST. JOHN'S PARISH DAY SCHOOL, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2000

BUSH ROSS

SUBJECT: ST. JOHN'S PARISH DAY SCHOOL, INC.
REF: W00000009045

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION
OF
ST. JOHN'S PARISH DAY SCHOOL, INC.**
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St. John's Parish Day School, Inc., with the approval of the Bishop and Diocesan Council of the Diocese of Southwest Florida of the Protestant Episcopal Church in the United States of America, hereby files these Articles of Incorporation.

PREAMBLE

St. John's Parish Day School was founded in 1951 to provide children with education of the highest standard in response to the Christian doctrine of man which is clearly set forth in the Parable of the Talents (Matthew 25:14-30 or Luke 19:12-26). St. John's is dedicated to helping children learn and work up to the full level of their abilities. The school believes that the task of education is to equip our young people with the skills, knowledge, and values that will help them understand the past and face the future with confidence. St. John's has excelled by building on these strengths: challenging curriculum, strong self-discipline, and a nurturing Christian environment.

ARTICLE I - CORPORATE NAME & PRINCIPAL OFFICE

The name of the Corporation shall be ST. JOHN'S PARISH DAY SCHOOL, INC. The Corporation shall sometimes hereinafter be referred to as the "School", and its principal office and mailing address is 906 S. Orleans Ave., Tampa, FL 33606.

ARTICLE II - CORPORATE PURPOSE

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable, religious or educational purposes.

The purpose shall include but not be limited to the operation of a kindergarten, elementary, and junior high school. The School shall establish and provide an atmosphere of learning, and shall promote the moral and spiritual values of the Christian tradition, as professed by St. John's Parish, Inc.

ARTICLE III - CORPORATE POWERS

The Corporation should have all corporate powers provided by law. Notwithstanding the foregoing, no real property, the title to which is held by or for the use of the Corporation, shall be encumbered, sold, alienated, transferred or conveyed without the prior consent and approval of the Bishop and the Diocesan Council of the Diocese of Southwest Florida.

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**ARTICLE IV - RELATIONSHIP
BETWEEN SCHOOL AND CHURCH**

The School is an extension of the educational, pastoral, and evangelistic ministry to the community of St. John's Parish Incorporated (hereinafter the "Church"), and shall be operated in cooperation with the Rector, Wardens and Vestry of the Church, but as an independent corporation under the control and supervision of the Board of Trustees of the School, as hereinafter provided. The purposes of the School shall be pursued within the Constitution and Canons of the Episcopal Church and the Diocese of Southwest Florida. No provision in these Articles shall at any time be in conflict with the Constitution and Canons of the Episcopal Church and the Diocese of Southwest Florida. Any reference in these Articles to the Constitution and Canons of the Episcopal Church and the Diocese of Southwest Florida shall be deemed to refer to such Constitution and Canons as they shall be amended from time to time.

ARTICLE V - DURATION

The Corporation shall have perpetual existence.

ARTICLE VI - MEMBERSHIP

Section 1. The members of the Corporation shall consist of the individual members of the Vestry of the Church, as they shall be duly elected and qualified from time to time.

Section 2. The members shall hold an annual meeting in May of each year on a date and time and at a location chosen by the Rector or Wardens. At the annual meeting, the members shall conduct such business as may properly come before the meeting. The Rector, Wardens or one-third (1/3) of the members may call a special meeting of the membership at any time upon written notice specifying the purpose and time and place of the meeting. Except as otherwise produced in these Articles, written notice of the annual or any special meeting of the membership shall be furnished to each member at least three (3) days prior to the meeting date.

Section 3. The members shall elect the non-ex officio, regular members (as defined in Article VII, Section 2 herein) of the School Board of Trustees, as provided below, at the annual meeting or any special meeting called for that purpose.

Section 4. A majority of the members shall constitute a quorum at any annual or special meeting.

ARTICLE VII - BOARD OF TRUSTEES

Section 1. The property and funds of the Corporation shall be held in trust and managed by a Board of Trustees. The Board of Trustees shall be ultimately responsible for the operation of

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the School and shall determine its general educational policy, adopt budgets, set admissions policies, set tuition and fees, and perform such other functions normally associated with the duties and responsibilities of the Board of Trustees of an independent school. The Board of Trustees shall work closely with the Church Vestry and shall communicate regularly with the Vestry through the Trustee Vestry Representative. The budget for the School shall be adopted by the Board of Trustees, subject to the approval of the Vestry. The Board of Trustees may not incur indebtedness of the Church, and shall obtain the approval of the Church Vestry before undertaking major indebtedness of its own.

Section 2. The Board of Trustees shall consist of not fewer than twelve (12) , nor more than sixteen (16) members. Five members shall serve on the Board of Trustees by virtue of holding specific offices (ex officio).

A. The ex officio members, all of whom shall be voting members (with the exception of the Head of School), shall be:

1. The Rector of the Church;
2. The Senior Warden of the Church or his or her designee who must be a Vestry Member;
3. An additional Vestry Member designated by the Vestry (the "Trustee Vestry Representative");
4. The Head of School (non-voting); and
5. The President of the St. John's Patrons Committee.

B. The regular members of the Board of Trustees shall be elected by the vestry members with the following limitations:

1. A majority of the regular Trustees shall be communicants in good standing of the Church; and
2. At least two of the regular Trustees shall be parents of children currently enrolled in School (School Parents).

Section 3. Other than the Head of School, no school employee or spouse, parent, child or sibling of a School employee, or spouse of a member of the Vestry shall be eligible to serve as a member of the Board of Trustees.

Section 4. All ex-officio officers shall serve on the Board of Trustees throughout the terms of their respective office. All other members of the Board of Trustees shall serve for terms of three (3) years, commencing July 1 and ending June 30, or until the election and qualification of

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successors; no such member shall serve more than two consecutive terms as a regular member of the Board.

Section 5. A partial term of service on the Board shall not disqualify a person from succeeding himself or herself for a subsequent term or terms. Service on the Board in an ex officio capacity shall not preclude election to two full three year terms as a Trustee subsequent to the ex officio term.

Section 6. If any communicant Trustee and/or School Parent Trustee shall cease to be a communicant in good standing of St. John's Parish Incorporated, or a parent of a child duly enrolled in the School (except by graduation of such child), as the case may be, then his or her term of office shall automatically terminate. In such event, or in the event of a Board vacancy due to resignation, death, or other reason, such vacancy shall be filled for the remainder of such person's term by the method by which the former member originally came to sit on the Board.

Section 7. The Board of Trustees may be dissolved and reconstituted by the affirmative vote of two-thirds of the members of the Vestry then holding office, sitting as members of the Corporation. Notice of the proposed action shall be given to the members of the Corporation at least three days before the meeting at which action is to be considered.

ARTICLE VIII - ELECTION OF TRUSTEES

The members of the Corporation shall elect the members of the Board of Trustees (other than ex officio members). Trustees shall serve staggered terms of three years each, so that one-third of the regular members of the Board are elected each year. The regular election of Trustees shall take place at the annual meeting of the Corporation, unless the members of the Corporation shall determine that a special meeting is necessary, and elections to fill regular Trustee vacancies shall take place upon nomination by the Nominating Committee to the members of the Corporation of qualified candidates. Any other vacancy shall be filled for the remainder of such person's term by such method as the retiring member originally was elected or determined.

ARTICLE IX - BOARD OF TRUSTEES MEETINGS

Section 1. Meetings of the Board of Trustees shall be held, as follows:

A. Regular meetings of the Board of Trustees shall be held monthly during the school year on any day designated by the Chairman.

B. Special meetings of the Board of Trustees may be held at any time upon call of the President or the Chairman, and a special meeting shall be called by the Secretary upon the written request of any three (3) Trustees directed to him or her.

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C. Except as otherwise provided herein, at least three (3) days' written notice of all meetings shall be given to each Trustee by the Secretary, which notice shall specify the time and place of the meeting, and except in the case of regular meetings, the purpose or purposes thereof. Such notice may be waived by any Trustee either before, at, or after any meeting.

D. A majority of the members of the Board of Trustees shall constitute a quorum at a regular or special meeting. The act of a majority of Trustees present at a legally constituted meeting shall be an act of the Board of Trustees, except that a decision to terminate a Head of School may be made only upon the affirmative vote of two-thirds of the Trustees then holding office, and only at a meeting called for that purpose, with ten (10) days written notice to Board Members, specifying the time, place and purpose of the meeting.

Section 2. The Chairman, with the advice and consent of the entire Board of Trustees, 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 By-Laws or these Articles of Incorporation. Committee members need not be members of the Board of Trustees.

ARTICLE X - OFFICERS

Section 1. The officers of the Corporation shall be a Chairman of the Board and Chief Executive Officer, a President, a Secretary, a Treasurer, and such other officers as may hereafter be established by the Board of Trustees or by Bylaws hereafter adopted by the Corporation. The officers, other than the Chairman of the Board and Chief Executive Officer, 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. The same person may simultaneously hold more than one (1) office of the Corporation, except that the President shall hold no other office.

Section 2. The Rector of the Church shall be the Chairman of the Board and Chief Executive Officer of the Corporation and shall preside at all Board meetings, prepare meeting agendas and perform other functions normally associated with the duties and responsibilities of the office, except to the extent that he or she chooses to delegate any of such duties to the President of the Board. The Chairman shall be a member of the Executive Committee, if any, and shall have full authority to sign all legal instruments authorized by the Board of Trustees.

Section 3. The President, who must be a member of the Board, shall preside in the absence of the Chairman whenever the Chairman is unable to serve at a meeting, and perform such duties as shall be delegated by the Chairman, and perform other functions as are appropriate to the office. The President shall be a member of the Executive Committee, if any, and shall have full authority to sign all legal instruments authorized by the Board of Trustees, with the approval of the Rector, the Wardens or a majority of the members of the Vestry. The President shall not serve more

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than two (2) successive one (1) year terms of office. A partial term of service as President shall not disqualify a person from subsequently serving for two (2) successive one (1) year terms of office.

Section 4. The Secretary, who must be a member of the Board, shall be responsible for the minutes of Board meetings, keep the corporate records, and perform such other functions normally associated with the duties and responsibilities of the secretary of an independent school.

Section 5. The Treasurer, who need not be a member of the Board, shall oversee school finances, prepare financial statements, and perform such other functions normally associated with the duties and responsibilities of the treasurer of an independent school.

ARTICLE XI - NOMINATING COMMITTEE

There shall be a Nominating Committee composed of the President, the Head of School, the Rector, the Senior Warden or his or her designee Vestry member, and one Board member, who shall be a parent of a child enrolled in the School, selected by a majority vote of the four of them. The Nominating Committee shall nominate at least one person for each existing or impending vacancy on the Board which will not be filled by a Trustee who will serve *ex officio*. The Nominating 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. The Nominating Committee shall deliver the nominations to the members of the Corporation, along with appropriate background information regarding the nominated individuals, at least thirty days before the date scheduled for the election of Trustees. The nominees shall be elected in accordance with the procedures set forth in Article VIII above. If one or more of the nominees are rejected, the Nominating Committee shall propose additional nominees in accordance with the above procedure until all vacancies are filled.

ARTICLE XII - RECTOR

The Rector of the Church shall have jurisdiction and supervision over all matters of religious education at the School, and as set forth in Canon VII of the Canons of the Diocese of Southwest Florida, the Rector shall have spiritual direction and control of the School. Religious education at the School shall include the doctrine and worship of the Episcopal Church, as well as other elements of the Judeo-Christian tradition.

ARTICLE XIII - HEAD OF SCHOOL

Section 1. The School shall employ a Head of School approved by the Board of Trustees, with the advice and consent of the Rector and Church Vestry. The Head of School shall be a baptized communicant of an Episcopal or other Christian Church, unless waived by an affirmative vote of three-quarters of the Vestry and by the Bishop. It is expected that the Head of School will

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become an active communicant of the Church. Appointment of the Head of School shall be subject to approval of the Bishop of the Diocese of Southwest Florida. Except as set forth in Article XII herein, the Head of School shall be under the jurisdiction and supervision of the Board of Trustees.

Section 2. The Head of School shall be responsible for the conduct of the academic, athletic, and extra-curricular activities of the School, and shall cooperate and work closely with the Rector and Church in the initiation, development and furtherance of the School's program of religious education and spiritual goals. He or she shall perform those functions usually associated with administration of an independent school, including, without limitation, the execution of Board policy, hiring and firing of faculty and other personnel, planning of academic and religious curricula, development of extra-curricular and sports activities, enforcement of discipline, preparing and management of budgets, long-range policy planning, and fund-raising.

ARTICLE XIV - STAFF

Section 1. The Head of School 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. The Head of School, with the advice and consent of the Rector, may employ a School Chaplain, who must be an ordained deacon or priest in good standing, according to the Order of the Episcopal Church. Appointment of the Chaplain shall be subject to approval of the Bishop of the Diocese of Southwest Florida. From time to time, as requested, and with the cooperation of the School and Church, the Chaplain may assist with the worship of the Church.

Section 2. Office and other personnel shall be composed of such persons as required by the Head of School in assisting him or her to perform his or her appointed duties.

ARTICLE XV - ADMISSIONS POLICIES

The Corporation shall admit students of any race, religion, sex, color, national and/or ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the School. It will not discriminate on the basis of race, color, religion, sex, national and/or ethnic origin in the administration of its educational policies, scholarship and loan programs, athletic, and other School administered programs; provided, however, the Board of Trustees may set reasonable non-discriminatory standards for admission to the School, and may also give admissions priorities to children of Church communicants and children of communicants of other Episcopal churches.

ARTICLE XVI - FINANCES

The budget and finances of the School shall be kept and remain separate and apart from those of the Church. The fiscal year for the School shall be July 1 through June 30.

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**ARTICLE XVII - BYLAWS AND AMENDMENTS
TO THE ARTICLES OF INCORPORATION**

Section 1. The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the members of the Corporation, provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each member of the Corporation, at least ten (10) days prior to the meeting at which such Bylaw alteration is to be voted upon. Any by-law which conflicts with these Articles of Incorporation shall be null and void.

Section 2. The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a three-fourths (3/4) vote of the entire membership of the Corporation; such amendment may take place at any annual or special meeting of the membership, provided that notice thereof, which shall include the text of the Articles of Incorporation change, must be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by compliance with the Florida Statutes regarding amendments to articles of incorporation of corporations not for profit. Any amendment of these Articles is subject to approval of the Bishop and Diocesan Council of the Diocese of Southwest Florida.

ARTICLE XVIII - GENERAL

Section 1. All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Trustees.

Section 2. This Corporation shall have no capital stock and shall pay no dividends to its subscribers, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or subscribers, provided that the Corporation may pay compensation in a reasonable amount to its employees.

**ARTICLE XIX - REGISTERED OFFICE
AND REGISTERED AGENT**

The undersigned hereby confirm the Corporation's Registered Office to be located at 906 S. Orleans Ave., Tampa, FL 33606, and hereby designate and confirm John R. Peterson as the Registered Agent of the Corporation, to accept service of process within this state, to serve in such capacity until his or her successor is selected and duly designated.

ARTICLE XX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

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ARTICLE XXI - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. 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 Corporation dedicates all assets which it may acquire for the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Church, which entity is or shall be itself exempt as an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 31st day of March 2000.

ST. JOHN'S PARISH DAY SCHOOL, INC.

By: James K. Murray, Jr.
James K. Murray, Jr., Senior Warden, Incorporator
3501 Frontage Road, Tampa, FL 33607

By: John R. Peterson
John R. Peterson, Rector, Registered Agent
906 S. Orleans Avenue, Tampa, FL 33606

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, ST. JOHN'S PARISH DAY SCHOOL, INC., desiring to organize under the laws of the State of Florida, hereby designates John R. Peterson, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 906 S. Orleans Avenue, Tampa, Florida 33606 the business office of its Registered Agent, as its Registered Office.

ST. JOHN'S PARISH DAY SCHOOL, INC.

By James K. Murray, Jr.
James K. Murray, Jr., Incorporator
3501 Frontage Road, Tampa, FL 33607

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John R. Peterson
John R. Peterson

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