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FLORIDA NON-PROFIT CORPORATION

GRACE EPISCOPAL DAY SCHOOL FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
GRACE EPISCOPAL DAY SCHOOL FOUNDATION, INC.**

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ARTICLE I - NAME

Section 1. The name of this Corporation is Grace Episcopal Day School Foundation, Inc.

ARTICLE II - STATEMENT OF CORPORATE NATURE

Section 1. This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

Section 1. This corporation is organized exclusively for religious, charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax code, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that federal tax code.

Section 2. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. This corporation shall comply at all times with Section 617.0835, Florida Statutes, as amended from time to time.

Section 4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

Timothy L. Flanagan, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Fla. Bar No.: 335223

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ARTICLE IV - TERM

Section 1. The existence of this corporation shall commence on the filing of these Articles of Incorporation and have a perpetual existence.

ARTICLE V - INCORPORATOR

Section 1. The name and residence address of the incorporator of this corporation is:

Susan Pitman
156 Kingsley Avenue
Orange Park, Florida 32023

ARTICLE VI - LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

Section 1. The address of the initial principal office of this corporation is:

156 Kingsley Avenue
Orange Park, Florida 32023

Section 2. The name and address of this corporation's registered agent is:

Susan Pitman
156 Kingsley Avenue
Orange Park, Florida 32023

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be eight (8); provided, however, that such number may be changed pursuant to the bylaws duly adopted by the directors, except there must be at least three directors. The method of election of the board of directors shall be as stated in the bylaws of the corporation.

The directors named herein as the first board of directors shall hold office perpetually until their resignation, removal or death at which time such vacancy shall be filled in accordance with the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and

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effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Susan Pitman 156 Kingsley Avenue Orange Park, FL 32023	Laurel Ann New 156 Kingsley Avenue Orange Park, FL 32023	Frank Arceneaux 156 Kingsley Avenue Orange Park, FL 32023
David Nelson 156 Kingsley Avenue Orange Park, FL 32023	Stephanie Van Dyke 156 Kingsley Avenue Orange Park, FL 32023	Steven Van Dyke 156 Kingsley Avenue Orange Park, FL 32023
Martha Oakes 156 Kingsley Avenue Orange Park, FL 32023	Gregory Driskell 156 Kingsley Avenue Orange Park, FL 32023	

Section 2. Corporate Officers. The board of directors shall elect the following officers: chairman, vice chairman, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII - BYLAWS

Section 1. Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida concerning corporate action that must be authorized or approved by board of directors of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE IX - DEDICATION OF ASSETS

Section 1. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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ARTICLE X - DISTRIBUTION OF ASSETS

Section 1. Upon the dissolution or winding up of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENT OF ARTICLES

Section 1. Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the board of directors for their vote. Amendments may be adopted by the vote of a majority of a quorum of the board of directors of the corporation.

I, the undersigned, being the incorporator of this corporation, and, for the purpose of forming this nonprofit charitable corporation under the laws of Florida, have executed these articles of incorporation on the 9th day of March, 2001.


SUSAN PITMAN

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Grace Episcopal Day School Foundation, Inc., a Florida not for profit corporation, in accordance with Florida Statutes, Section 617.0501, as may be amended from time to time.


SUSAN PITMAN

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