

Division of Corporations

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January 23, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ST. NICHOLAS GREEK ORTHODOX PAROCHIAL SCHOOL, INC.
32801 US HWY 19 NORTH
SUITE 100
PALM HARBOR, FL 34684

RESUBMISSION
PLEASE HONOR ORIGINAL
DATE OF SUBMISSION
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1/19/07

SUBJECT: ST. NICHOLAS GREEK ORTHODOX PAROCHIAL SCHOOL, INC.
REF: N03000008569

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.

Please accept my apology for referencing the wrong certificate information for a nonprofit corporation. Please correct accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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P.O BOX 6327 - Tallahassee, Florida 32314

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. NICHOLAS GREEK ORTHODOX PAROCHIAL SCHOOL, INC.

The undersigned, being both the directors of the corporation as designated in the original Articles of Incorporation and the currently serving Board of Directors, adopt amendments to the Amended Articles of Incorporation modifying Article II by altering the principal place of business of the corporation, modifying Article IV by altering the method of selection of replacement directors and school board members, modifying Article VI by altering the address of the registered agent, modifying Article VII by altering the addresses of the incorporators, and restate the amended articles in their entirety as these Second Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be St. Nicholas Greek Orthodox Parochial School, Inc.

ARTICLE II
Principal Place of Business and Mailing Address

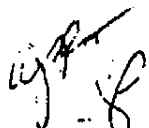
The principal place of business shall be 2801 Keystone Rd., Tarpon Springs, FL 34688, or such other place or places as determined by the Board of Directors. The mailing address of this corporation shall be 32801 U.S. Highway 19 North, Palm Harbor, FL 34684 or such other place determined by the Board of Directors.

ARTICLE III
Purpose(s)

The specific purposes for which the corporation is organized are: (1) to operate a parochial school in order to promote the Greek Orthodox faith and provide a quality education; and (2) any other purposes allowed by law.

ARTICLE IV
Manner of Election of Directors
And School Board

There shall be no fewer than three (3) directors. The Directors will meet at least annually. The initial Directors shall each serve for life or until such time as they resign or become unable to serve. Thereafter, the replacement for a Director who has died, resigned or become unable to serve shall be appointed by the then current fee title holder of the real property commonly described as 2801 Keystone Rd., Tarpon Springs, FL 34688, which the corporation

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leases under a long term ground lease and on which the corporation operates the parochial school. Replacement Directors shall serve terms of six (6) years each, each being appointed in two (2) year intervals so as to provide continuity, and with staggered terms such that no more than one term shall expire in any two year calendar period. In the absence of an appointment of a replacement Director by the fee title holder within thirty (30) ^{days} after receiving notice the Director has died, resigned or become unable to serve, the appointment of the replacement Director shall be made by the Metropolitan of the Metropolis of Atlanta of the Greek Orthodox Church. The names and addresses of the initial Directors are:

Regina M. Planes

854 Cypress Lake View Court
Tarpon Springs, FL 34689

William P. Planes

854 Cypress Lake View Court
Tarpon Springs, FL 34689

Nikitas Manias

3483 Woodridge Parkway
Palm Harbor, FL 34684

The academic affairs of the school will be administered by a School Board. The School Board is authorized to employ faculty and administrators and set salaries. The School Board is further authorized to determine the curriculum, establish policies, set the school budget and authorize and approve school expenses. The School Board has no authority or power to sell, lease, encumber or otherwise dispose of any assets of the corporation. The School Board will consist of six (6) members. Five (5) members of the School Board may be appointed by the Board of Directors from time to time as at-large School Board members and the sixth (6th) School Board member shall be appointed annually by the Board of Directors selected from the Prostamenos or Prostamenos Emeritus of St. Nicholas Greek Orthodox Cathedral, Inc., or the Prostamenos of any other Greek Orthodox church within the Metropolis of Atlanta who resides within a radius of thirty (30) miles of the school. School Board Members will serve on staggered five (5) year terms, with no fewer than one nor more than two terms expiring each year. The initial School Board at-large members will be Regina M. Planes, Chairman, five (5) years; Emmanuel Bilirakis, Vice-Chairman, four (4) years; Nena Assimack, three (3) years; Stephanic Vostitsanos, two (2) years, and Nick Billiris, one (1) year. Upon resignation, removal from office or expiration of the term of office of School Board members, replacement members of the School Board will be appointed by the Board of Directors. In the event Board of Directors has not appointed a replacement for a School Board member who has expired, who has left office or been removed from office within thirty (30) days after such expiration or departure, the replacement will be appointed by the Church Council of Saint Nicholas Greek Orthodox Cathedral, Inc. In the event the Church Council has not appointed a replacement for a School Board member who has expired, who has left office or been removed from office within an additional fifteen (15) days after such expiration or departure, the replacement will be appointed by the Metropolitan of the Metropolis of Atlanta, Greek Orthodox Archdiocese of America.

ARTICLE V
Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes. Provided, however, this corporation may engage in no purpose or activity which would disqualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

A. This association 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 any candidate for public office.

B. No part of the net earnings, properties or assets of this corporation shall inure to the benefit of any private person or individual, or any member, officer or director of this association, on dissolution or otherwise. On liquidation or dissolution, all properties and assets of this corporation remaining after payment of or provision for all debts and obligations shall be distributed and paid over to St. Nicholas Greek Orthodox Cathedral, Inc., its successor or any other Greek Orthodox Church that is a member of the Metropolitanate of Atlanta of the Greek Orthodox Archdiocese of America that is also qualified as an exempt organization under §501(c)(3) of the Internal Revenue Code.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all powers as are in furtherance of the express purposes of organization as set forth in §501(c)(3) and 170(c) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time. This non-profit corporation shall never make any distribution, engage in any activity or enter into any transaction of whatever character, the effect whereof, under applicable federal laws then in force, will cause the corporation to lose its status as an organization exempt from federal income taxes, or as an organization contributions to which are deductible in computing the net income of the contributor for federal income tax purposes. There shall be no power in the directors of the corporation to amend the certificate of incorporation or the By-Laws in any way that will defeat the purpose of this Section.

ARTICLE VI
Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is: Regina M. Planes.
32801 U.S. Highway 19 North, Palm Harbor, FL 34684.

ARTICLE VII Incorporators

The name and the street address of the incorporators for these Articles of Incorporation are: Regina M. Planes, 32801 U.S. Highway 19 North, Palm Harbor, FL 34684; William P. Planes, 32801 U.S. Highway 19 North, Palm Harbor, FL 34684; and Nikitas Manias, 3483 Woodridge Parkway, Palm Harbor, FL 34684.

ARTICLE VIII Membership

Any individual who is the parent or legal guardian of a student registered at St. Nicholas Greek Orthodox Parochial School and who is interested in the objectives and purposes of the corporation shall be eligible for membership. Members shall not be entitled to vote.

ARTICLE IX Officers

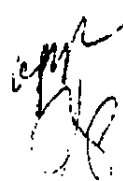
The officers of the association shall consist of a president, secretary and treasurer, each of whom shall be elected by the directors annually.

ARTICLE X Compensation

Members, officers and directors shall not receive any compensation for services to or on behalf of the corporation. They are entitled to reimbursement for reasonable expenses incurred on behalf of the corporation in conducting its affairs.

ARTICLE XI Amendments

These Articles of Incorporation may be amended by a majority vote of the directors called for that purpose, provided that the notice of meeting of the directors shall have stated the nature of the proposed amendment, or by unanimous written consent without a meeting. The proposed amendment, approved by the directors, shall be effective immediately upon adoption, or at such other date specified in the amendment.

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ARTICLE XII
By-Laws

By-Laws detailing the provisions of those Articles of Incorporation and for the governing of this non-profit corporation shall be passed and may only be amended by a majority vote of the Board of Directors present at any regular meeting of the corporation, such proposed By-Laws or amendments having been submitted to the Board of Directors in writing not less than ten (10) days prior to such meeting.

Directors:


Regina M. Plancs


William P. Plancs


Nikitas Manias

Dated: December 09, 2006
effective November 16, 2006

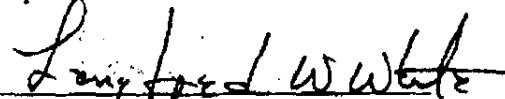
CERTIFICATE OF RESOLUTION
St. Nicholas Greek Orthodox Parochial School, Inc.

December 9, 2006

I HEREBY CERTIFY, as Vice President of the corporation, that at a duly noticed and scheduled meeting of the shareholders and incorporators of the Company, on the 9th day of December, 2006, on motion duly made and seconded, it was:

RESOLVED, that the Second Amended and Restated Articles of Incorporation, be and hereby are adopted and approved, effective as of November 16, 2006.

I FURTHER CERTIFY that the amendment does not require member approval, there were three (3) directors/incorporators entitled to vote on this motion, three (3) were present and voting, and all three votes were cast in favor of the motion to adopt the Second Amended and Restated Articles of Incorporation.


Vice President/General Counsel