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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 APR -8 AM 10:01

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Amended & Restated Articles

4/11/11 [Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHEPHERD ROAD CHRISTIAN ACADEMY INC.

DOCUMENT NUMBER: N03000008767

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PATRICIA BOATWRIGHT

(Name of Contact Person)

SHEPHERD ROAD CHRISTIAN ACADEMY INC.

(Firm/ Company)

1217 SHEPHERD ROAD

(Address)

LAKELAND, FL 33811

(City/ State and Zip Code)

SRCAPAT@YAHOO.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PATRICIA BOATWRIGHT

(Name of Contact Person)

at (863) 646-5323

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

SHEPHERD ROAD CHRISTIAN ACADEMY INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000008767

(Document Number of Corporation (if known))

FILED
2011 APR -8 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

FOR SHEPHERD ROAD CHRISTIAN ACADEMY, INC.

**Amended and Restated Articles of Incorporation
October 8, 2003**

It is the purpose of this document to amend and restate the original articles of incorporation, which were filed on October 8, 2003. The original articles were filed to establish the corporate name and were done with the intent that they would be amended and restated to expand and clarify the corporation.

**ARTICLES OF INCORPORATION
OF
SHEPHERD ROAD CHRISTIAN ACADEMY, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation shall be **Shepherd Road Christian Academy, Inc.**, referred to hereinafter from time to time as the "corporation."

**ARTICLE II
Purpose**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The purposes include but are not limited to the following:

- (a) To receive contributions or donations of property, real, personal and mixed, and to apply the same to the tax-exempt purposes of the school;
- (b) To provide that no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or any private individual, and no member, director, officer, or any private individual shall be entitled to share in a distribution of any of the assets on dissolution of the corporation. No part of the activities of the school shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;
- (c) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the school shall distribute its income for each taxable year at such time

and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- (d) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the school shall not engage in any acts of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;
- (e) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (f) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the school shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;
- (g) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;
- (h) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE III

Members

The membership of this corporation shall constitute all persons hereinafter named as directors and officers and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws of the corporation.

ARTICLE IV

Corporate Existence

The corporation shall have perpetual existence.

ARTICLE V
Principal Place of Business

The street address of this corporation shall be **1217 Shepherd Road, Lakeland, Florida, 33811**. The mailing address is the same.

ARTICLE VI
Incorporator

The name and address of the incorporator of the corporation is:

Luci O'Byrne
12 Woodhall Drive
Mulberry, Florida 33860

ARTICLE VII
Management

The affairs of the corporation shall be managed by a Board of Directors consisting of not more than twelve (12) Directors and no fewer than five (5), elected by the members of the corporation in the manner provided in the Bylaws of the corporation. Qualifications of the Directors, together with the terms of office, manner of election, removal, change of number {but not less than 5}, filling of vacancies and newly created Directorships, powers, duties and liability shall, except as otherwise provided in these Articles or by the laws of the State of Florida, be as prescribed in the Bylaws.

The names and address of the persons who shall serve as initial Directors of the corporation until their successors are duly elected and qualified are as follows:

Paula Armstrong
1314 Longwood Oaks Blvd.
Lakeland, Florida 33811

Susie Bolton
1251 Stratton Drive
Lakeland, Florida 33813

Gene Lansdale
6105 Carla Circle
Lakeland, Florida 33811

Doyle Lasseter
5828 Laurel Oak Drive

Lakeland, Florida 33811

Luci O'Byrne
12 Woodhall Drive
Mulberry, Florida 33860

Steve Moseley
6408 Longwood Trace Lane N.
Lakeland, Florida 33811

Ann Stafford
6254 Forestwood Drive W.
Lakeland, Florida 33811

ARTICLE VIII

Bylaws

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds (2/3) vote of all members present at any annual or special meeting of the membership, provided notice of such amendment shall be submitted to the membership not less than ten (10) days prior thereto. Any proposal for a change in the Bylaws shall be presented to the Board of Directors for discussion at least twenty (20) days prior to its presentation to the membership.

ARTICLE IX

Amendments to Articles of Incorporation

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any annual or special meeting of the membership, provided that notice of such amendment shall have been submitted to the membership not less than ten (10) days prior thereto. Any proposed amendments shall be presented to the Board of Directors for discussion at least twenty (20) days prior to presentation to the membership.

ARTICLE X

Indemnification of Directors

Every Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him or her in connection with any civil or criminal proceedings to which that Director is a party or involved by reason of being or having been a Director of the corporation, whether or not he or she is a Director at the time such expenses are incurred, except in such cases where the Director is adjudged guilty of willful misfeasance in the performance of his or her duties as a Director. In the event any claim of indemnification is based upon a settlement, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled under Florida law.

ARTICLE XI

Meetings

The annual meeting of members for the election of the Board of Directors shall be held as is provided in the Bylaws. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings in the manner provided in the Bylaws. The number of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

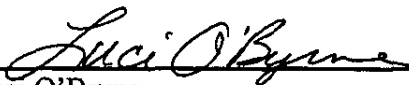
ARTICLES XII
Distribution of Assets Upon Dissolution

In the event of dissolution, the residual assets of the corporation shall be turned over to Shepherd Road Presbyterian Church, Inc., a not for profit organization which themselves are exempt as organizations 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 Internal Revenue Code, or the federal, state or local government for exclusive public purpose.

ARTICLE XIII
Designation of Registered Agent

Luci O'Bryne, whose address is **12 Woodhall Drive, Mulberry, Florida 33860**, shall be the Registered Agent for the corporation. Said appointment has been consented to below.

Dated at Lakeland, Florida, the 18th day of November, 2003



Luci O'Bryne

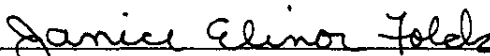
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, personally appeared **Luci O'Bryne**, who is personally known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and my official seal, at Lakeland in said County and State this 18th day of November, 2003.



Janice Elinor Folds
Commission # CC 997204
Expires March 12, 2005
Bonded Thru
Atlantic Bonding Co.



Notary Public

My commission expires: March 12, 2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT
UPON WHO PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **SHEPHERD ROAD CHRISTIAN ACADEMY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named **Luci O'Byrne**, located at 12 Woodhall Drive, City of Mulberry, County of Polk, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to Comply with the provisions of said Act relative to said capacity.

BY: *Luci O'Byrne*

Luci O'Byrne
Registered Agent

The date of each amendment(s) adoption: NOVEMBER 18, 2003

Effective date if applicable: NOVEMBER 18, 2003
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/6/2011

Signature Spring Hall
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Spring Hall
(Typed or printed name of person signing)

Vice chairman
(Title of person signing)