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**COR AMND/RESTATE/CORRECT OR O/D RESIGN****GRACE EPISCOPAL SCHOOL, INC.**

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*Amended And Restated  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

GRACE EPISCOPAL SCHOOL, INC.

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

**ARTICLE I—NAME**

The new name of the corporation shall be "Grace School of Ocala, Florida, Inc."

**ARTICLE II—ADDRESS**

The street address of the principal office and the mailing address of the corporation are 503 Southeast Broadway Street, Ocala, Florida 34471.

**ARTICLE III—PURPOSE**

**Section 1:** The purposes of the corporation shall be exclusively charitable and educational in nature, to-wit: To engage exclusively in activities for charitable, religious, and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, and within these restrictions, to engage in activities including but not limited to the following:

(1) To operate, manage and maintain one or more Christian schools in accordance with the requirements of the Department of Education of the state of Florida, in order to provide a Christ-centered educational experience for each student enrolled regardless of race, creed, color or sex (each a "Grace School"). The Bible, recognized as God's Word, will be taught regularly.

(2) To foster in each student an understanding that the knowledge and service of God lie at the heart of wisdom, and that a personal relationship with God the Father, through His son, Jesus Christ, is the unifying force which relates each of us to the church, the home and the world. It will develop to the greatest extent for each pupil the basic skills, critical thinking skills, habits and character which are essential for continued growth and development in knowledge and understanding of the world in which we live; and

(3) To do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting of each Grace School.

**Section 2:** The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate

for the full and proper management of the school(s) herein contemplated, subject to the restrictions stated in Article IV of these Amended and Restated Articles of Incorporation (these "Articles").

**Section 3:** No part of the income or net earnings of this corporation shall be distributed to any of its members, trustees, or officers.

**Section 4:** Notwithstanding any other provisions of these Articles, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be carried on by an organization exempt under Section 501(c)(3) of the *Internal Revenue Code* and its Regulations as they now exist or may hereafter be amended, or which are not permitted to be taken or carried on by an organization, the 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 IV—MEMBERS**

**Section 1:** The Members of this corporation shall be those persons who from time to time constitute the Board of Trustees of Grace School of Ocala, Florida, Inc., exclusive of the Vestry appointee to the Board of Trustees as authorized pursuant to Section 4 of Article V of these Articles.

**Section 2:** The Committee on Trustees, as set forth in the Bylaws of the corporation, will annually nominate candidates for election to vacant positions on the Board of Trustees and bring the names of candidates willing to serve as trustees for review and election by the Members.

**Section 3:** The names and mailing addresses of the current Members of this corporation are as follows:

**Bob Schafer**  
2015 SW 43<sup>rd</sup> Pl  
Ocala, FL 34474

**Richard Kent**  
1121 NW 50<sup>th</sup> Ave  
Ocala, FL 34482

**Donald J. Curran, Jr.**  
2304 SE 12<sup>th</sup> St  
Ocala, FL 34471

**Bonnie Vorwerk**  
480 SE 90<sup>th</sup> St  
Ocala, FL 34480

**Dan Wray**  
1126 SE 5<sup>th</sup> St  
Ocala, FL 34471

**Laura Paynter**  
8397 NW 46<sup>th</sup> St  
Ocala, FL 34482

**Michael Miller**  
4719 SE 14 St  
Ocala, FL 34471

**Thomas Warlow**  
1717 Edgewater Dr  
Orlando, FL 32854

**Barbara Griffin**  
**2102 SE 25<sup>th</sup> St**  
**Ocala, FL 34471**

**Lee Anne Drake**  
**10025 S Magnolia Dr**  
**Ocala, FL 34476**

**Mike Dean**  
**14019 NW Hwy 464-B**  
**Morrison, FL 32668**

**Dawn Lovell**  
**1524 SE 22<sup>nd</sup> Ave**  
**Ocala, FL 34471**  
**Address**

#### **ARTICLE V—BOARD OF TRUSTEES**

1. The operation and conduct of all the business and affairs of this corporation shall be managed by a board of trustees, subject to the restrictions stated in Article IV. The Board shall consist of no less than nine (9) and no more than fifteen (15) regular members to be elected in accordance with the Bylaws.
2. The Bylaws may designate ex-officio appointments to act as additional members of the Board of Trustees with the same rights, privileges and immunities as the regular Trustees.
3. All Trustees, including all ex-officio Trustees, shall be practicing Christians who are faithful in worship, giving, service, and prayer.
4. In addition to the Trustees selected pursuant to these Articles and the Bylaws, the Vestry of Grace Episcopal Church of Ocala, Inc. (the "Vestry") shall have the right annually to appoint a member to the Board of Trustees for a one-year term until such time as the School no longer leases facilities from said church. The Vestry shall notify the Committee on Trustees of the identity of the person appointed for the upcoming fiscal year by no later than May of each year.

#### **ARTICLE VI—DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, as approved by the Board of Trustees shall be distributed to such organizations organized and operated exclusively for charitable educational, religious, or scientific purposes selected by the Board of Trustees as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Code.

#### **ARTICLE VII—AMENDMENT**

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the members of the corporation.

**ARTICLE VII—EFFECTIVE DATE**

The effective date of these Articles will be as of the date of filing of these Articles with the Department of State of the State of Florida.

**ARTICLE IX—BYLAWS**

The members shall promulgate the Bylaws of the corporation.

The foregoing Articles were adopted by unanimous written consent of the members of the corporation on January 13, 2008.

Grace Episcopal School, Inc.

By:   
Name: Robert Schafer  
Title: Chair