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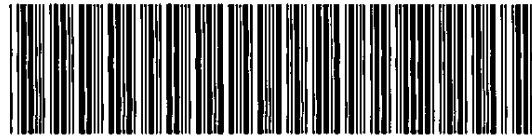
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T. Burch JUL 3, 2007

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301  
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Writer's Direct Line: (850) 425-5457

July 2, 2007

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: **St. Joseph Academy High School, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is our client's check in the amount of:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of Status

☒ \$78.75  
Filing Fee &  
Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy &  
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

*Donna Marie Walters*

Donna Marie Walters  
Paralegal

/dmw

Enclosures

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*Call when  
Ready  
545-2971*

**ARTICLES OF INCORPORATION**  
**OF**  
**ST. JOSEPH ACADEMY HIGH SCHOOL, INC.**

We, the undersigned, with other persons being desirous of forming a corporation for educational and religious purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

**ARTICLE I**  
**NAME**

The name of the corporation shall be: St. Joseph Academy High School, Inc., and its address is 155 State Road 207, St. Augustine, Florida 32084.

**ARTICLE II**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III**  
**COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IV**  
**RESERVATION OF POWERS TO MEMBER**

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- A. The operating philosophy of the corporation shall be approved by the Member;
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- C. The corporation may not be merged or dissolved without the express written approval of the Member; and
- D. Any additional rights as provided for in the Bylaws.

**ARTICLE V**  
**PURPOSES**

The corporation is organized as a not for profit organization exclusively for educational and religious purposes. The specific purposes of the corporation are:

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- A. Report bylaws;
- B. To establish, receive and maintain a fund or funds for the operational support of the corporation; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the corporation, including the principal as well as income thereof, for the exclusive support of the corporation;
- C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;
- D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

## **ARTICLE VI** **QUALIFICATION OF MEMBER**

The Member of this corporation shall be the Most Reverend Victor Galeone, as Bishop of the Diocese of St. Augustine, and his successors in office.

## **ARTICLE VII** **INCORPORATORS**

The name and residence of the incorporator to these Articles of Incorporation is:

Dennis E. Guidi, Esquire  
Harris, Guidi, Rosner, Dunlap & Rudolph, P.A.  
1837 Hendricks Avenue  
Jacksonville, Florida 32207

## **ARTICLE VIII** **OFFICERS**

**Section 1.** The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

**Section 2.** The names of the persons who shall serve as Officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Reverend Michael Morgan	President

Reverend Michael Morgan

Vice President & Treasurer

Reverend Michael Morgan

Secretary

**Section 3.** The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

## **ARTICLE IX** **BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three Directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three or more than twenty. The Member of this corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the corporation are:

Reverend Michael Morgan  
Diocese of St. Augustine  
Catholic Center  
11625 Old St. Augustine Road  
Jacksonville, Florida 32258

## **ARTICLE X** **BYLAWS**

The Member of this corporation shall adopt the Bylaws for the conduct of the corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the Member of this corporation at any regular meeting or special meeting called for that purpose.

## **ARTICLE XI** **AMENDMENTS**

These Articles of Incorporation may be amended by the Member of this corporation at any regular or special meeting called by the Member for that purpose.

## **ARTICLE XII** **CONDUCT OF AFFAIRS**

The business and affairs of the corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Diocese of St. Augustine, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the

Articles of Incorporation and Bylaws of this corporation.

**ARTICLE XIII**  
**LIMITATIONS ON ACTIVITIES**

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 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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 United States Internal Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).


**ARTICLE XIV**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue code and none of assets will be distributed to any member, officer or director of this corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (c)(3) of the code.

**ARTICLE XV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1837 Hendricks Avenue, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at the address is Dennis E. Guidi, Esquire.

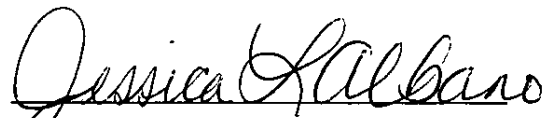
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 19<sup>th</sup> day of June, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
Dennis E. Guidi, Esquire

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL    )

ss:

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of June, 2007, by Dennis E. Guidi, Esquire, as the Registered Agent of the Diocese of St. Augustine, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.


  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Dennis E. Guidi, Esquire  
Registered Agent