

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

N 0800002654

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H21000150738 3)))



H210001507383ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

2021 APR 16 PM 4:05

SECRETARY
TALLAHASSEE

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904)359-7700
Fax Number : (904)359-7708

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: john@mccorveylegal.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

R. WHITE
APR 19 2021

850-817-6381

4/16/2021 12:50:16 PM PAGE

1/001

Fax Server



April 16, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.
124 WEST ASHLEY STREET
JACKSONVILLE, FL 32202

SUBJECT: THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.
REF: N08000002654

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

FAX Aud. #: H21000150738
Letter Number: 521A00007890

((H21000150738 3))

2021 04 16 09:29

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
THE FIRST BAPTIST ACADEMY OF JACKSONVILLE, INC.
(Florida Not-For-Profit)**

A. The name of the corporation is The First Baptist Academy of Jacksonville, Inc. (the "Corporation").

B. The Articles of Incorporation were first filed with the Florida Secretary of State on March 17, 2008 and assigned Document Number N0800002654.

C. The sole member approved the following Amended and Restated Articles of Articles of Incorporation of the Corporation on March 7, 2021, pursuant to the provisions of §§ 617.1002 and 617.1007, Florida Statutes, in order to (i) change the name of the Corporation to "The Covenant School of Jacksonville, Inc.", (ii) provide for the Corporation to no longer have any members and to be governed by its Board of Directors, (iii) update and simplify the provisions of the Articles of Incorporation of the Corporation, and (iv) amend and restate the Articles of Incorporation of the Corporation in their entirety to read as set forth below:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE COVENANT SCHOOL OF JACKSONVILLE, INC.**

ARTICLE I: NAME

The name of the Corporation shall be The Covenant School of Jacksonville, Inc. (hereinafter referred to in these Articles of Incorporation as the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principal office and initial mailing address of the Corporation shall be located at 2300 Bartram Road, Jacksonville, Florida 32207.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law). The specific purposes for which the Corporation is organized are:

1. To own, manage, and operate a Christian school, with grades Transitional Kindergarten through 12th grade, and all activities associated with the said school.

((H21000150738 3))

((H21000150738 3)))

ARTICLE IV: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 301 West Bay Street, Suite 1400, Jacksonville, Florida 32202. The name of the registered agent of the Corporation at that address is John H. McCorvey, Jr., Esq.

ARTICLE VI: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VII: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Bylaws of the Corporation.

C. Term. The term of each member of the Board of Directors shall be as established in the Bylaws of the Corporation.

D. Election. The method of electing the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII: DISSOLUTION

((H21000150738 3)))

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE IX: MEMBERS

The Corporation shall not have members.

ARTICLE X: POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of these Articles of Incorporation, including the power to act as trustee.

ARTICLE XI: LIMITATION OF LIABILITY

A. Limitation. The personal liability of a Director to the Corporation for monetary damages for breach of duty of care or other duty as a Director is hereby eliminated entirely; provided that such provision shall not eliminate or limit the liability of a Director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Chapter 617 of the Florida Statutes, as amended; (iv) for any transaction from which the Director derived an improper personal benefit; or (v) for any excise tax prescribed by Sections 4940 through 4945 of the Code (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision ("A" above) shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

((H21000150738 3)))

((H21000150738 3))

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be unanimously approved by all currently serving Directors of the Corporation. In the event of any amendment of the Florida Not-For-Profit Corporation Act to authorize the further elimination or limitation of liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Act, in addition to the limitation on personal liability provided herein.


D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII: AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors of the Corporation in accordance with the Bylaws of the Corporation and Chapter 617, Florida Statutes, or other applicable law.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 14th day of April, 2021.

THE COVENANT SCHOOL OF JACKSONVILLE, INC.

By: Ryan H. Jones
Name: 
Title: President, FBA Board of Directors

((H21000150738 3))

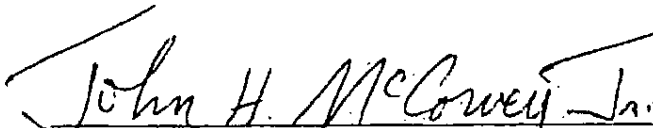
((H21000150738 3))

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, The First Baptist Academy of Jacksonville, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is The Covenant School of Jacksonville, Inc.
2. The name and address of the registered agent and office are John H. McCorvey, Jr., Esq. and 301 West Bay Street, Suite 1400, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE UNDERSIGNED'S POSITION AS REGISTERED AGENT.



John H. McCorvey, Jr., Esq.

Date: April 14, 2021

((H21000150738 3))