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2008 DEC 19 PM 4:20

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

J. Burch DEC 21 2008

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hendricks Day School Foundation, Inc.

(**PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles R. Atkins, CPA

Name (Printed or typed)

4940 Emerson Street, Suite 100

Address

Jacksonville, FL 32207-4970

City, State & Zip

904-632-0660

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation of Hendricks Day School
Foundation, Inc.**

(A Florida Corporation Not for Profit)

FILED
2008 DEC 19 PM 4:20
CLERK OF THE STATE
JACKSONVILLE, FLORIDA

ARTICLE I - Name

The name of this corporation is HENDRICKS DAY SCHOOL FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II - Address

The address of the principal office and the mailing address of the Corporation shall be: 1824 Dean Road, Jacksonville, Florida 32216

ARTICLE III - Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV - Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V - Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE VI - Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII - Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Trustees, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of trustees of the Corporation shall not be less than three (3) persons. The number and method of election of trustees shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Trustees shall be as provided in the bylaws of the Corporation, and trustees of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated trustees.

ARTICLE VIII - Initial Board of Trustees

The number constituting the initial Board of Trustees of the Corporation is four (4). The name and address of the persons who shall serve as the initial Board of Trustees of the Corporation are as follows: PAUL FELKER, 1824 Dean Road, Jacksonville, Florida 32216; BRADFORD A. SLAPPEY, 111 Riverside Avenue, Jacksonville, Florida 32202; DAVID R. LANE, 10739 Deerwood Park Boulevard., Jacksonville, Florida 32256; CHARLES R. ATKINS, 4940 Emerson Street, Suite 100, Jacksonville, Florida 32207-4970

ARTICLE IX - Members

The Corporation shall have at least three but not more than twenty-five members.

ARTICLE X - Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI - Restrictions

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.
- B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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, as amended, or corresponding sections of any future federal tax code.

- D. The Corporation shall distribute its income for each tax 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, as amended, or corresponding section of any future federal tax code.
- E. The Corporation shall not
- (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
 - (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
 - (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or
 - (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.


ARTICLE XII - Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is: 4940 Emerson Street, Suite 100, Jacksonville, Florida 32207-4970 and the name of its registered agent at such office is CHARLES R. ATKINS.

ARTICLE XIII -Incorporator

The name and address of the sole incorporator is CHARLES R. ATKINS, 4940 Emerson Street, Suite 100, Jacksonville, FL 32207-4970 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of December, 2008.




CHARLES R. ATKINS
Incorporator

STATE OF FLORIDA

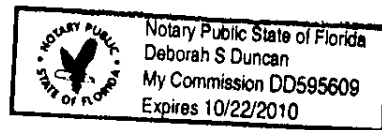
COUNTY OF DUVAL

The forgoing instrument was acknowledged before me this 16th day of December, 2008, by CHARLES R. ATKINS, who is personally known to me and who did take an oath.

NOTARY PUBLIC


Signature

Deborah S. Duncan
Name



CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH: That HENDRICKS DAY SCHOOL FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named CHARLES R. ATKINS, 4940 Emerson Street, Suite 100, Jacksonville, Florida 32207-4970, 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 16th day of December 2008.

A handwritten signature in black ink, appearing to read 'C. Atkins', is written over a horizontal line.

CHARLES R. ATKINS
Registered Agent