

# N08729

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TALLAHASSEE, FLORIDA

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**BASIC AMENDMENT**  
**UNITY SCHOOL ENDOWMENT FUND, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 24, 2000

UNITY SCHOOL ENDOWMENT FUND, INC.  
C/O UNITY SCHOOL  
101 N.W. 22ND ST.  
DELRAY BEACH, FL 33444

SUBJECT: UNITY SCHOOL ENDOWMENT FUND, INC.  
REF: N08729

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.

Please remove the wording ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION from the heading of the first page of the document.

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) 487-6906.

Darlene Connell  
Corporate Specialist

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10/20/00 09:33 FL Dept of State

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

October 20, 2000

UNITY SCHOOL ENDOWMENT FUND, INC.  
C/O UNITY SCHOOL  
101 N.W. 22ND ST.  
DELRAY BEACH, FL 33444

SUBJECT: UNITY SCHOOL ENDOWMENT FUND, INC.  
REF: N08729

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.

Please entitle the first page of the document "CERTIFICATE FOR AMENDED AND RESTATED ARTICLES OF INCORPORATION".

The document refers to the Amended and Restated Articles being "Exhibit A". Please label the amended and restated articles Exhibit A.

The last page of the document contains incorrect information regarding the current registered agent. We need you to submit only the portion of this page that is entitled CERTIFICATE DESIGNATING REGISTERED AGENT. We do not need previous information regarding the registered agents in the past. We have the name and address of the new agent located in the Amended and Restated Articles.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX And. #: H00000054880  
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Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

CERTIFICATE FOR AMENDED AND RESTATED ARTICLES OF INCORPORATION

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OCT 24 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF  
UNITY SCHOOL ENDOWMENT FUND, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned officer, duly authorized, empowered and directed to act, hereby files these Articles of Amendment to the Articles of Incorporation of Unity School Endowment Fund, Inc. (the "Corporation") and hereby certifies the following:

**FIRST:** The name of the Corporation is Unity School Endowment Fund, Inc.

**SECOND:** The Articles of Incorporation of the Corporation, which were originally filed with Florida's Department of State on April 16, 1985, shall be and hereby are amended in their entirety by substituting therefor the First Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit "A" and made a part hereof. These First Amended and Restated Articles of Incorporation shall hereafter supersede the original Articles of Incorporation and remain in full force and effect until further amended. Florida's Department of State may certify these First Amended and Restated Articles as the Corporation's articles of incorporation currently in effect.

**THIRD:** The Board of Directors of the Corporation has adopted each of the proposed amendments contained in the First Amended and Restated Articles of Incorporation of the Corporation on May 31, 1995.

**FOURTH:** There is no membership in the Corporation; therefore, no members were entitled to vote on the proposed amendments.

**IN WITNESS WHEREOF,** the undersigned subscriber, being a duly authorized, empowered and directed officer of the Corporation, has executed these Articles of Amendment of Articles of Incorporation of the Corporation this 31 day of May, 1995.

*[Signature]*  
Marshall Duane, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**SWORN TO AND SUBSCRIBED** before this 1 day of June, 1995 by Marshall Duane, President, of Unity School Endowment Fund, Inc., a Florida not for profit Corporation, on behalf of the Corporation and who is personally known to me or has presented \_\_\_\_\_ as identification.

MARIA BARBER  
[PRINT NAME]  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission Expires \_\_\_\_\_



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EXHIBIT "A"  
**FIRST AMENDED AND RESTATED  
 ARTICLES OF INCORPORATION  
 OF  
 UNITY SCHOOL ENDOWMENT FUND, INC.**

These First Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of Unity School Endowment Fund, Inc. pursuant to and in accordance with Section 617.1007, Florida Statutes.

**ARTICLE I.**

Name

The name of the corporation is UNITY SCHOOL ENDOWMENT FUND, INC.

**ARTICLE II.**

Addresses

The street address and mailing address of this Corporation's principal office is as follows:

101 N.W. 22nd Street  
 Delray Beach, Florida 33444

**ARTICLE III.**

Purposes

Section 1. The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("Code").

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be as a Code Section 509(a)(3) support

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organization to operate exclusively for the benefit of the Unity School of Delray (the "Unity School") and the purposes of the Unity School and to the extent feasibly possible to meet the demands of the Unity School funding. All funds raised by the Corporation shall be in the name and for the benefit of the Unity School and shall be donated to the Unity School for so long as Unity of Delray Beach, Inc. (or its successor entity) operates the Unity School with classes available to children ranging in grade level from pre-school to Grade 8 or their equivalent..

**ARTICLE IV.**

**Election of Directors**

The method of electing directors shall be included in the ByLaws of the Corporation.

**ARTICLE V.**

**Indemnification of Directors and Officers**

Section 1. Terms used in this Article V shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall

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nor, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article V and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or

advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article V or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or



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agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article V.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article V shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article V. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or

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- (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V.

Section 7. Indemnification and/or advancement of expenses as provided in this Article V shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director,

employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article V shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

**ARTICLE VI.**

**Membership**

There will be no membership in the corporation.

**ARTICLE VII.**

**Term of Existence**

The term of existence of this corporation is perpetual.

**ARTICLE VIII.**

**Registered Office and Agent**

The street address of the registered office of this Corporation is c/o Mershon, Sawyer, Johnston, Dunwody & Cole, Phillips Point East Tower, Suite 900, 777 South Flagler Drive, West Palm Beach, Florida 33401, and the name of the registered agent of this Corporation at that address is Lawrence P. Rochefort, Esquire.

**ARTICLE IX.**

**By-Laws**

The By-Laws of this Corporation may be modified, amended or rescinded only by a vote of at least eighty five percent (85%) of the total members of the Board of Directors.

**ARTICLE X.**

**Amendments**

These Articles of Incorporation may be modified, amended or rescinded only by a vote of at least eighty five percent (85%) of the total members of the Board of Directors.

**ARTICLE XI.**

**Negation of Pecuniary Gain**

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article II.

**ARTICLE XII.**

**Prohibition of Certain Activities**

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to publishing or distributing statements regarding such campaigns.

Norwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Code or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Code.

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**ARTICLE XIII.**

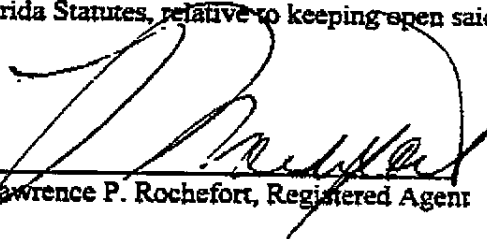
**Dissolution**

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, dispose of the remaining assets of the Corporation exclusively for the benefit of the Unity School for so long as Unity of Delray Beach, Inc. (or its successor entity) operates a school with classes available to children ranging in grade level from pre-school to Grade 8, or their equivalent. In the event this Corporation dissolves and the Unity of Delray Beach, Inc. (or its successor entity) no longer operates a school with classes available to children ranging in grade level from pre-school to Grade 8, or their equivalent, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to the Circuit Court of Palm Beach County, or any other court having jurisdiction over this Corporation and present a request to such court that such funds be distributed exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code.

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Having been named registered agent for Uniry School Endowment Fund, Inc. at the designated registered office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said registered office.

  
Lawrence P. Rochefort, Registered Agent

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