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FLORIDA PROFIT/NON PROFIT CORPORATION
JOHN PAUL II CATHOLIC HIGH SCHOOL, INC.

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**ARTICLES OF INCORPORATION
OF
JOHN PAUL II CATHOLIC HIGH SCHOOL, INC.**

The undersigned, with other persons being desirous of forming a corporation for 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 John Paul II Catholic High School, Inc., and its address is 5100 Terrebonne, Tallahassee, FL 32305.

**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 power to appoint members to the Board of Trustees and to remove such appointed persons with or without cause;
- (b) The power to establish or change the basic philosophy or the statement of purpose of the School;
- (c) The power to amend the Articles of Incorporation or the Bylaws;
- (d) The power to dissolve the Corporation;
- (e) The power to limit the sale, lease or transfer of all or substantially all of the real property and assets of the Corporation;
- (f) The power to merge or consolidate the Corporation with any other not for profit foundation or corporation;

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(g) The power of appointment of the Corporation's President and confirmation of the Vice President by the Board of Trustees;

(h) The power to confirm the sale, borrowing, leasing, encumbering, mortgaging, hypothecation or restriction of any real or personal property of the corporation which may have a value in excess of Ten Thousand Dollars (\$10,000.00);

(i) The power to appoint/engage legal counsel and an auditor; and

(j) Any additional rights as may from time to time be provided for in the Bylaws.

ARTICLE V PURPOSES

This Corporation is organized and shall be i) operated exclusively for religious and educational purposes, ii) subject to and operated exclusively for religious and educational purposes, iii) subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and iv) operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church and the policies and rules of the Roman Catholic Diocese of Pensacola-Tallahassee ("Diocese"), which is recognized by the Code of Canon Law as a portion of the people of God which is entrusted to the Bishop of the Diocese who is the person duly appointed, according to the norm of canon law, in whom the governance of the Diocese is vested ("Bishop"). Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated as a secondary (high school) school (the "School") for the instruction of students in religion, math, the arts, science, literature, languages, technology and such other subjects as may be necessary or appropriate to provide a comprehensive education, as determined by the Member, as hereinafter defined, and/or the Trustees of the Corporation from time to time. To the extent permitted by law, to do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE VI QUALIFICATION OF MEMBER

The Member of this corporation shall be the Most Reverend Thomas G. Wenski, as Episcopal Administrator of the Diocese of Pensacola-Tallahassee, and his successors in office, as Bishop of said Diocese.

ARTICLE VII INCORPORATORS

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

The Most Reverend Thomas G. Wenski
Episcopal Administrator of the Diocese of Pensacola-Tallahassee
11 North B. Street
Pensacola, Florida 32502

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ARTICLE VIII
OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, any additional Assistant Secretaries or Treasurer, and such other officers as may be provided in the Bylaws.

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

<u>NAME</u>	<u>OFFICE</u>
Rev. Michael Foley	President
Mr. John Godlewski	Vice President
Mr. Kevin B. Vickery	Secretary

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

ARTICLE IX
BOARD OF TRUSTEES

The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have five (5) Trustees initially. The number of Trustees may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three or more than nine. The Member of this corporation shall appoint the Trustees. The Member may remove any and all of the Trustees from the Board, with or without cause and at any such time as he may determine in his sole discretion. In addition, the Chief Financial Officer of the Diocese and the Superintendent of Schools of the Diocese shall serve as ex-officio members of the Board of Trustees.

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.

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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 Pensacola-Tallahassee, 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, Trustees, 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

Upon dissolution of this Corporation, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by this Corporation in connection with such dissolution, the remaining assets shall be distributed to such organization for which endowments were established and held by the Corporation, or to Diocese to be held for the benefit of such organizations, and the balance of the assets shall be distributed to Diocese for use and purposes designated upon the establishment of the fund. Upon dissolution, the assets may be distributed to a successor secondary school with an established purpose and powers not inconsistent with the purposes and powers established under these Bylaws. In no event shall any of the remaining assets be distributed to any organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11 North B. Street, Pensacola, Florida 32502, and the name of the initial registered agent of this corporation at the address is Mr. Kevin B. Vickery.

[SIGNATURES ON THE NEXT PAGE]

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IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 19th day of October, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

+ Thomas G. Wenski

Most Reverend Thomas G. Wenski
Episcopal Administrator of the Diocese of Pensacola-Tallahassee

STATE OF FLORIDA)
)
COUNTY OF Escambia)

ss.

The foregoing instrument was acknowledge before me this 19th day of October, 2011, by Thomas G. Wenski, Episcopal Administrator of the Diocese of Pensacola-Tallahassee, [] who is personally known to me or [] who has produced _____ as identification.

(NOTARY SEAL).

Robert A. Emmanuel
NOTARY PUBLIC, State of Florida

My Commission Expires:



ROBERT A. EMMANUEL
Notary Public, State of Florida
My Comm. Expires Mar. 18, 2014
Commission No. DD 860539

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, KEVIN B. VICKERY, hereby accept the appointment as Registered Agent for the JOHN PAUL II CATHOLIC HIGH SCHOOL, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith, and acknowledge that I am familiar with and agree to accept the obligations and responsibilities imposed upon registered agents for the Corporation and further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and to accept the duties and obligations of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19th day of October, 2011.


KEVIN B. VICKERY

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