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FEDERAL BUREAU OF INVESTIGATION
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Amend / CC
@ 7/30/12

HARDEE LAW FIRM, PL

ATTORNEYS & COUNSELORS AT LAW

170 SOUTHWEST PINCKNEY ST.
MADISON, FLORIDA 32340

TELEPHONE: 850.973.4007
FACSIMILE: 850.973.8495

July 20, 2012

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

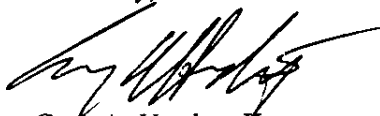
Re: **THE JAMES MADISON PREPARATORY HIGH SCHOOL FOUNDATION, INC.**
Document No.: N12000002092
My File No.: 7688

Dear Madam or Sir:

Please find enclosed the Amended Articles of Incorporation to be filed for the above-referenced not for profit corporation. Also enclosed is my firm check in the amount of \$43.75 which represents your fee to file the amended articles and to return a certified copy to me.

If you require anything additional, please do not hesitate to contact me.

Sincerely,



Cary A. Hardee, II

CAH/eh
Enclosures

**AMENDED ARTICLES OF INCORPORATION
OF
THE JAMES MADISON PREPARATORY HIGH SCHOOL
FOUNDATION, INC.**

The undersigned incorporator hereby files these Amended Articles of Incorporation of The James Madison Preparatory High School Foundation, Inc. with the Florida Department of State. These articles shall be effective upon the filing of these Amended Articles with the Florida Department of State. The James Madison Preparatory High School Foundation, Inc. (this "Corporation") shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 67.

ARTICLE I - NAME

This name of this Corporation shall be The James Madison Preparatory High School Foundation, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and further business as permitted under Florida law and the By-laws of this Corporation.

Section 3.2. Other Activities. Subject to the restrictions and limitations in this Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of

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a not-for-profit corporation under Florida law. However, (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in this Article III; (b) 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 for public office; and (c) notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Section 170(c), 170(b)(1)(a), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal governing or to a state or local government for public purpose.

ARTICLE IV - NON STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. Any individual who is interested in and in accord with the purpose set forth in Article III hereof is eligible for membership in this organization and becomes a member upon payment of dues. Members whose dues are paid are eligible to vote on matters concerning the

organization.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF DIRECTORS

Section 5.1. General. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than five (5) persons having a right to vote, including the Chairman of the Board and at least four other persons.

Section 5.2. Appointment of Directors. The Directors shall be appointed by a majority vote of The James Madison Preparatory High School Foundation, Inc. However, the Board of Directors of The James Madison Preparatory High School Foundation, Inc. shall have the authority to remove any or all of the Directors at any time and appoint their successors. All rights and powers of a Director shall immediately cease upon his or her removal.

Section 5.3. Voting. A quorum of the Board shall consist of one-third of the number of voting Directors then serving under Section 5.1. The affirmative vote of a majority of the Directors present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws. Notwithstanding any provision of these Articles to the contrary, when the number of voting Directors is less than three (3), a unanimous vote is required.

Section 5.4. Initial Board of Directors. The names, addresses and terms of the persons who are to serve on the Board until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
James B. Davis, IV	378 E. Base Street, Suite 219, Madison, Florida 32340
Margaret A. Bunch	Post Office Box 59, Madison, Florida 32341
Jacob K. Johnson, Jr.	Post Office Box 157, Madison, Florida 32341
Matthew G. Webb	Post Office Box 540, Madison, Florida 32341
Cary A. Hardee	Post Office Box 450, Madison, Florida 32341

ARTICLE VI - COMMITTEES

The Board may designate committees as provided in the Bylaws or by resolution. Each member of a committee shall serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a President of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, modified, or rescinded only upon approval of the Members. The Board of Directors may propose amendments to these Articles of Incorporation if such proposed amendment is approved for proposal to the Members by a two-thirds vote of the Directors present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENT TO BYLAWS

The Bylaws may be amended at any time by the Board of Directors. Amendments to the Bylaws shall be made by a majority vote of the Directors. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended Bylaws to the Members. In any matter in which a provision of the Bylaws contradicts a provision of these Articles, these Articles shall control.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be:

378 E. Base Street
Madison, Florida 32340

ARTICLE XI - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and the office of the Corporation are:

Hardee Law Firm, PL
170 SW Pinckney Street
Madison, Florida 32340

ARTICLE XII - REPORTS

The Board shall submit to the Members written financial statements and reports detailing the Corporation's operations and any other matter requested by the Members. The reports shall be submitted as the Members shall require.

ARTICLE XIII - ACTIONS REQUIRING MEMBERS' CONSENT

The Corporation may not take any of the following actions unless the Board of Directors consent:

- A. The opening or closing of any of the Corporations' office.
- B. The mortgage or pledge, or creations of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- C. The sale of all or substantially all of the assets of the Corporation or the merger with or acquisition of any other entity.
- D. Except as otherwise directed in advance and in writing by the Members, the execution of any contract having a term of greater than twelve (12) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.
- E. The termination of the activities or dissolution of the Corporation.
- F. The appointment of a receiver for the Corporation, commencement of bankruptcy

proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

ARTICLE XIV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:


James B. Davis, IV
378 E. Base Street, Suite 219
Madison, Florida 32340

ADOPTION OF AMENDMENT

The date of this adoption is June 21, 2012.

These amended articles of incorporation were adopted by the members and the number of votes cast for the amendment were sufficient for approval.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation on this 21st day of June, 2012.


James B. Davis, IV, Incorporator

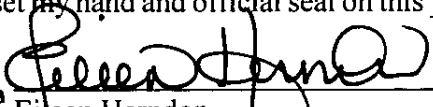
STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, one, James B. Davis, IV, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 21st day of June, 2012.



EILEEN HERNDON
Notary Public, State of Florida
My Comm. Expires Oct. 31, 2015
Commission No. EE 130729


Eileen Herndon
Notary Public, State of Florida
My Commission Expires: Oct. 31, 2015