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TALLAHASSEE, FLORIDA

MD 6/24

Law Offices of  
**R. PATRICK PHILLIPS**  
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Orlando, Florida 32801  
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R. PATRICK PHILLIPS  
*Board Certified*  
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Post Office Box 1153  
Orlando, Florida 32801-1153

June 18, 2014

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Smith Prep Education Foundation, Inc.  
(a corporation not for profit)

Dear Sir/Madam:

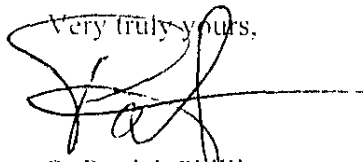
Please find enclosed the following documents:

1. Articles of Incorporation for Smith Prep Education Foundation, Inc.
2. Certificate of Designation Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served
3. Our firm check in the amount of \$78.75:
  - (1) Filing fee \$35.00
  - (2) Certified copy \$8.75
  - (3) Registered Agent Designation \$35.00

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,



R. Patrick Phillips

RPP/bwb  
Enc.

ARTICLES OF INCORPORATION  
OF  
**SMITH PREP EDUCATION FOUNDATION, INC.**  
(a corporation not for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned have associated ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, pursuant to the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation shall be SMITH PREP EDUCATION FOUNDATION, INC.

ARTICLE II – DURATION

The term of existence of the corporation is perpetual; and the corporation's existence will commence upon the filing and approval of these Articles by the Secretary of State of Florida.

ARTICLE III – PURPOSES

Section 1 - The corporation is organized and shall operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any prior or future Internal Revenue Code.

Section 2 - This primary means by which the corporation shall achieve its purposes shall be as follows:

- a) To serve, promote and encourage domestic and foreign students to develop the essential skills and knowledge to become a positive contributing member of our global community.
- b) To provide students with a high quality Christian classical education through the granting of scholarships.
- c) To support, enhance and promote educational opportunities for Smith Preparatory Academy students through scholarship grants.
- d) To foster the intellectual, physical or social development of students, whether in the form of increasing the depth or variety of subjects to enhance their educational benefits.
- e) Bring together people with a shared vision for advancing academic programs of Smith Preparatory Academy to better provide student enrichment and scholarship.
- f) To foster, promote and engage in all areas of Christian classical education and training.
- g) To foster a relationship among members of the Christian community through education and the exchange of ideas and mutual interests.

Section 3 - Notwithstanding any other provisions of these Articles, these purposes are limited to those described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future or amended United States Internal Revenue Code.

#### ARTICLE IV – POWERS

The corporation shall have and exercise all powers granted a corporation not for profit under Chapter 617, Florida Statutes, which may be necessary or convenient to effect any and all of the scientific, educational, and other purposes for which this corporation is organized. It shall be able to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the income there from to expand the corporation. It shall however, be subject to the following limitations:

A. All activities of this corporation shall be non-partisan and non-sectarian.

B. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or affiliated persons of this corporation, or any private individual; except that, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 the corresponding provisions of any subsequent Federal tax laws, or

b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal Tax Laws.

D. The corporation shall distribute its income for each taxable 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, or corresponding provisions of any subsequent Federal Tax Laws.

E. The corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

F. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

G. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

H. The corporation shall not make any taxable expenditures as defined in Sections 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

#### ARTICLE V – BOARD OF DIRECTORS

Section 1 - The business property and affairs of the corporation shall be managed by the Board of Directors.

Section 2 - There shall be a Board of Directors for this corporation which shall consist of not less than three. Except for the number constituting the initial Board of Directors, the number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted by the Directors of the corporation.

Section 3 - The names of the members of the first Board of Directors, who, subject to these Articles, the By-Laws of this corporation, and the laws of the State of Florida, are to hold office until their successors have been duly elected and qualified are:

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- a) Michael S. Phillips
- b) R. Patrick Phillips
- c) Luciano M. Sacasas

Section 4 - The initial members of the Board of Directors hereinabove named were authorized and empowered to hold the Organizational Meeting of the corporation and were authorized and empowered to do and performed all acts and things necessary for and incidental to the organization of this corporation.

Section 5 - The Board of Directors of the corporation shall have the sole power to establish, enact, alter and repeal the Articles of the Corporation by a two-thirds vote of of the Directors present at a meeting of the board of directors at which a quorum is present. The By-Laws may be adopted, altered, amended or repealed by a majority vote of those Directors present at a meeting of the board of directors at which a quorum is present.

#### ARTICLE VI – OFFICERS

Section 1 - The daily business and management of this corporation shall be by its officers.

Section 2 - The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer and such other officers as may be provided for in the By-Laws of the corporation. One person may fill more than one office at any time.

Section 3 - The Officers shall be elected or appointed as provided for in the By-Laws and their duties shall be as prescribed by the By-Laws.

Section 4 - The names of the officers of this corporation, who, subject to these Articles, the By-Laws of the corporation, and the laws of the State of Florida, will hold office until their successors are duly elected and qualified at the first Annual Meeting of the corporation are:

- a) Michael S. Phillips, President
- b) R. Patrick Phillips, Vice-President
- c) Luciano M. Sacasas, Secretary/Treasurer

#### ARTICLE VII – DISSOLUTION

In case of the dissolution of the corporation, all of its property, on the winding up of its affairs shall vest in the name of the last elected chairman of the Board of Directors of the corporation, who shall convey all property, both real and personal, to any organization whose purpose is similar to that of the corporation and who is a tax exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or if none can be decided upon then to any other tax exempt organization or the federal, state, or local government for exclusive public purpose as may be determined by the Board of Directors.

#### ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent and principal office of this corporation is Michael S. Phillips, 151 West Church Avenue, Longwood, Florida 32750.



ARTICLE XII – INCORPORATORS

The name and address of the person signing the ARTICLES OF INCORPORATION is:

Michael S. Phillips  
1859 Barker Drive  
Winter Park, Florida 32789

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IN WITNESS WHEREOF, the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 18<sup>th</sup> day of June, 2014.

  
MICHAEL S. PHILLIPS

STATE OF FLORIDA  
COUNTY OF ORANGE

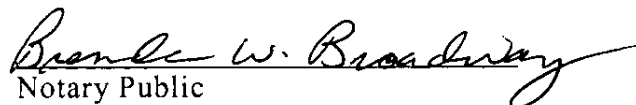
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally known to me appeared MICHAEL S. PHILLIPS, who is known to me to be the person(s) who executed the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he executed those ARTICLES OF INCORPORATION, and who have taken an oath.

THE FOREGOING INSTRUMENT was acknowledged before me this 18<sup>th</sup> day of June, by MICHAEL S. PHILLIPS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18<sup>th</sup> day of June, 2014.



BRENDA W. BROADWAY  
MY COMMISSION # EE 040277  
EXPIRES: November 16, 2014  
Bonded Thru Budget Notary Services

  
Notary Public  
My Commission number/expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That SMITH PREP EDUCATION FOUNDATION, INC., (a corporation not for profit), desiring to organize under the laws of the State of Florida, with its registered office located at 151 West Church Avenue, Longwood, Florida 32750, has named MICHAEL S. PHILLIPS as its registered agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 6/18/14  
MICHAEL S. PHILLIPS