

N16000000365

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000010974 3)))



H160000109743ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

16 JAN 13 PM 3:17

FILED

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION

The Ave Maria Society for Education, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

16 JAN 13 PM 6:41

Electronic Filing Menu

Corporate Filing Menu

Help

MD 1/14

**ARTICLES OF INCORPORATION**  
**OF**  
**THE AVE MARIA SOCIETY FOR EDUCATION, INC.**  
**(A Corporation Not-For-Profit)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation not-for-profit (the "Corporation") under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I**  
**Name and Address**

The name of the Corporation is **THE AVE MARIA SOCIETY FOR EDUCATION, INC.** The principal office (and mailing address) is located at **201 South Orange Avenue, Suite 800, Orlando, Florida 32801**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II**  
**Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") as well for the purpose of qualifying as a supporting organization under Section 509(a)(3) of the Internal Revenue Code or the corresponding provision of any future Revenue Laws. Specifically, the Corporation is organized to operate exclusively for the educational benefit of, to perform the educational functions of, and to carry out the educational purposes of The Ave Maria Society, Inc., a tax-exempt organization qualified under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to the aforementioned organization, provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III**  
**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized. Pursuant to Treasury Regulation Section 1.509(a)-4(d)(3)(i) through (iii), the Corporation may, upon approval by the Member, substitute for The Ave Maria

FILED  
16 JAN 13 PM 3:17  
CLERK OF CIRCUIT COURT  
ALACHUA COUNTY, FLORIDA

Society, Inc. or operate for the additional benefit of any other Section 501(c)(3) organization also qualifying as a Section 170(b)(1)(A)(ii) educational organization. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

#### **ARTICLE IV**

##### **Membership**

The membership of this Corporation shall be limited to The Ave Maria Society, Inc. (the "Member"), a tax-exempt organization qualified under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986.

#### **ARTICLE V**

##### **Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

#### **ARTICLE VI**

##### **Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

<b>Name</b>	<b>Address</b>
David P. Lee	201 South Orange Avenue, Suite 800 Orlando, Florida 32801

#### **ARTICLE VII**

##### **Directors**

**7.1 Corporate Affairs.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

**7.2 Election.** Directors shall be elected by the Member in the manner set forth in the Bylaws of the Corporation.

**7.3 Number.** This Corporation shall have no fewer than three (3) nor more than twenty-five (25) directors, as determined from time to time and as provided in the Bylaws of the Corporation.

**7.4 Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of successors are as follows:

Anne C. Grey  
P.O. Box 414  
Winter Park, Florida 32790

Sydney L. McManus  
5928 Constitution Street  
Ave Maria, Florida 34142

Daniel V. Dix  
4392 Steinbeck Way  
Ave Maria, Florida 34142

#### **ARTICLE VIII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **201 South Orange Avenue, Suite 800, Orlando, Florida 32801**, and the name of the initial registered agent at such address is **David P. Lee**.

#### **ARTICLE IX**

##### **Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

#### **ARTICLE X**

##### **Amendments**

Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation, but must be approved by a vote of the Board of Directors of the Member of the Corporation, in the same manner as required for an amendment to the Articles of Incorporation of the Member.

#### **ARTICLE XI**

##### **Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to

influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors or officers, and the private property of the subscribers, Member, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to 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 Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment 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 Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

## **ARTICLE XII**

### **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be distributed to or for the Member or in the event such organization is no longer in existence, is unwilling or unable to accept such assets, or is no longer qualified under Section 501(c)(3) then such assets shall be distributed to one or more organizations qualified under Section 501(c)(3) (or the corresponding provision of any subsequent Revenue Laws) that are also qualified under Sections 509(a)(1) or 509(a)(2) (or the corresponding provisions of any

subsequent Revenue Laws) and are of a similar class or purpose, as shall be selected by the Member (or in the event the Member is no longer in existence, the Directors). None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 9<sup>th</sup> day of January, 2016.

  
David P. Lee, Incorporator


16 JAN 13 PM 3:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: January 9th, 2016

  
David P. Lee