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**FLORIDA PROFIT/NON PROFIT CORPORATION  
VERITAS CLASSICAL PRIVATE SCHOOL, INC.**

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ARTICLES OF INCORPORATION  
OF  
VERITAS CLASSICAL PRIVATE SCHOOL, INC.  
A FLORIDA NONPROFIT ELEEMOSYNARY CORPORATION

Pursuant to the Private School Corporation Law of 1959, Chapter 623, Florida Statutes, and the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (collectively, the "Act"), the following is submitted:

ARTICLE I.

NAME, DURATION, PRINCIPAL OFFICE, GEOGRAPHIC SCOPE  
& REGISTERED AGENT

Section 1 – Name. The name of The Corporation shall be VERITAS CLASSICAL PRIVATE SCHOOL, INC. (the "Corporation").

Section 2 – Term. The Corporation shall have perpetual existence unless dissolved sooner according to law.

Section 3 – Principal and Mailing Address. The principal office and mailing address of the Corporation will be located at 120 State Road 312 West, Suite B, St. Augustine, Florida, 32086, and may be changed to such other address as may be determined by the Board of Directors from time to time.

Section 4 – Geographic Area. The geographic area of operation of the Corporation shall be St. Johns County, Florida.

Section 5 – Registered Agent. The registered agent of the Corporation is Dominic Scine, whose address is 120 State Road 312 West, Suite B, St. Augustine, Florida, 32086.

ARTICLE II.

PURPOSES, POWERS AND LIMITATIONS

Section 1 – Purpose. The Corporation is organized exclusively for charitable, scientific, medical and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is being organized to establish, maintain, promote, and operate a school which is charitable, religious, educational, and which may make distributions to organizations under the Code.

Section 2 – General Powers. The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Sections 623.10 and 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, without limitation, the power to: (A) receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Code, and to that end to hold any property, or any undivided interest

therein, without limitation as to amount or value; (B) dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; (C) borrow funds for the benefit of the Corporation or any affiliate thereof; (D) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including, without limitation, making contributions, distributions, grants or loans to other organizations recognized as exempt under Section 501(c)(3) of the Code, whether or not such organizations are affiliated with Corporation.

Section 3 – Limitations on Corporate Powers. Notwithstanding any other provision of these Articles of Incorporation:

(i) The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable jurisdiction) 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

(vi) At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of selfdealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE III.**  
**QUALIFICATIONS OF STAKEHOLDERS AND MANNER OF DESIGNATION**

Section 1 - Initial Stakeholders. The qualifications of the initial stakeholders named hereinafter are that each stakeholder is over the age of eighteen (18) years of age and is a legal resident of the County of St. Johns, State of Florida.

Section 2 - Stakeholders. The Corporation shall have stakeholders. Qualifications for stakeholders shall be set forth in the Corporation's Bylaws.

Section 3 - Voting by Stakeholders. Voting by stakeholders shall be limited to (1) approval or disapproval of nominations for election by the Board of Directors to the position of Director and (2) approval or disapproval of proposals for enactment by the Directors of changes to the Articles of Incorporation or Bylaws. No vote of stakeholders for these purposes shall be required prior to the Corporation's first acquiring legal title to real estate.

**ARTICLE IV.**  
**NAMES AND ADDRESSES OF INCORPORATORS / INITIAL STAKEHOLDERS**

The names and addresses of each initial stakeholders/incorporators are listed on Exhibit A attached hereto and incorporated by reference herein.

**ARTICLE V.**  
**INITIAL BOARD OF DIRECTORS**

Section 1 – Number of Directors. The number of directors on the Corporation's initial Board of Directors shall be five (5). The method for the election of any subsequent directors shall be provided in the Bylaws. The number of directors may be decreased or increased from time to time by amendment to the Bylaws; but no decrease shall have the effect of reducing such number below five or of shortening the term of any incumbent Director.

Section 2 – Initial Board of Directors. The initial Board of Directors shall consist of those persons whose names and addresses are listed below:

1. President – Dominic Scine
2. Vice President – Matt Baker
3. Treasurer – Theresa Kass
4. Secretary – Jay Hartley
5. Parent Liaison – Elizabeth Wilson

**ARTICLE VI.**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision(s) of the Articles of Incorporation, or any amendment(s) thereto in the manner provided in Section 623.04, Florida Statutes or any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Directors with the duly authorized written consent of the majority of the Stakeholders.

**ARTICLE VII**  
**BYLAWS**

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws with the duly authorized written consent of the majority of the Stakeholders.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Private School Corporation Law of 1959, Chapter 623, and the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

IN WITNESS WHEREOF the undersigned Incorporator has set his hand on the 23 day of November, 2016, and has taken an oath that the Corporation is intended in good faith to carry out the purposes and objectives set forth herein and as provided in Chapter 623, Florida Statutes.

  
\_\_\_\_\_  
Dominic Scine, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
  
Veritas Classical Private School, Inc.
2. The name and address of the registered agent and office are:

Dominic Scine  
120 State Road 312 West, Suite B  
St. Augustine, Florida 32086

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

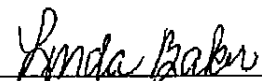
Dated: November 23, 2016.

  
Dominic Scine, Registered Agent

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 23 day of November 2016 by Dominic Scine, as incorporator and registered agent, who is personal known to me and who did take an oath.



  
Notary Public, State of Florida  
Name Printed: Linda Baker  
My Commission Expires: 9-16-18

90  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2016 DEC -7 PM 2:20

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Dec. 7. 2016 4:51PM

No. 0714 P. 8  
H16000300307

EXHIBIT A  
INITIAL STAKEHOLDERS

(See attached)



Names and Addresses of Incorporators/Initial stakeholdersThe names and addresses of each Initial stakeholder/incorporator are as follows:

Name: Dominic Scine Signature: [Signature] Address: 1505 Low Tide Loop St. Augustine, FL 32080

Name: J Hartley Signature: [Signature] Address: 215 Oglethorpe Blvd St. Augustine, FL 32080

Name: Pat Baker Signature: [Signature] Address: 315 Ocean Forest Dr., St. Augustine, FL 32080

Name: Alison Baker Signature: [Signature] Address: 305 Ocean Forest Dr. St Aug FL 32080

Name: Keri-Ann Hartley Signature: [Signature] Address: 215 Oglethorpe Blvd St. Aug FL 32080

Name: Wendy Layland Signature: [Signature] Address: 128 Spoonbill Point Court St Aug 32080

Name: Mary Scine Signature: [Signature] Address: 1505 Low Tide Loop St. Augustine, FL 32080

Name: Elizabeth Wilson Signature: [Signature] Address: 644 Sun Down Cir St Augustine, FL 32080

Name: Patrick Wilson Signature: [Signature] Address: 644 Sun Down Circle St. Augustine, FL 32080

Name: BRAD Layland Signature: [Signature] Address: 128 Spoonbill Point Ct St Aug FL 32080

Name: Molly Butler Signature: [Signature] Address: 428 Marsh Point Cir St. Augustine FL 32080

Name: Jeff Butler Signature: [Signature] Address: 428 Marsh Point Circle St Augustine FL 32080

Name: Susie Jansen Signature: [Signature] Address: 597 Willow Walk Pl St. Augustine, FL 32086

Name: Joseph Jansen Signature: [Signature] Address: 597 Willow Walk Pl St. Augustine FL 32086

Name: Theresa Kass Signature: [Signature] Address: 391 Gianna Way St. Augustine FL 32086

Name: Michael Lugo Signature: [Signature] Address: 4424 Golf Ridge Dr E166 FL 32035

Name: Stephanie Lugo Signature: [Signature] Address: 4424 Golf Ridge Dr. E166 FL 32033

Name: Lisa Lloyd Signature: [Signature] Address: 132 Surfside Ave, St. Aug 32084

Name: JOHNVA KASU Signature: [Signature] Address: 391 Gianna Way St. Augustine FL 32086

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Names and Addresses of Incorporators/Initial stakeholders

The names and addresses of each Initial stakeholder/incorporator are as follows:

Name: Fran Godfrey Signature: [Signature] Address: 605 Old Treaty Pl. St Aug. 32086

Name: Steve Godfrey Signature: [Signature] Address: 605 Old Treaty Pl. St Aug FL

Name: Linda L. Kaatz Signature: [Signature] Address: 114 San Rafael Rd. St. Aug

Name: LYNN R. KAATZ Signature: [Signature] Address: 114 SAN RAFAEL RD. ST. AUGUSTINE 32080

Name: Haley M. Parsons Signature: [Signature] Address: 401 E St. St Augustine, FL

Name: Brandon Parsons Signature: [Signature] Address: 401 E St. St Augustine, FL

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Dec. 7. 2016 4:51PM

No. 0714 P. 11

H16000300307

**COURT APPROVAL**

(See attached)

IN THE CIRCUIT COURT, SEVENTH  
JUDICIAL CIRCUIT, IN AND FOR  
ST. JOHNS COUNTY, FLORIDA

CASE NO.: CA16-1217  
DIVISION: 55

IN THE INTEREST OF:

VERITAS CLASSICAL PRIVATE SCHOOL, INC.,  
a Florida non-profit eleemosynary corporation,

Petitioner.

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**FINAL JUDGMENT APPROVING PRIVATE SCHOOL CHARTER**

THIS CAUSE having come on to be heard pursuant to Petition under Chapter 623, Florida Statutes, to endorse a private school charter and for a Final Judgment Approving Private School Charter, and the Court having reviewed the Petition and the proposed charter, and otherwise being fully advised in the premises, it is

ADJUDGED, that the proposed charter complies with the requirements of Chapter 623, Florida Statutes, and is hereby approved, and the original has been endorsed thereon by signature. Upon recordation of same in the Office of the Clerk of the Circuit Court for St. Johns County, the subscribers and their associates and successors shall be a nonprofit eleemosynary corporation by the name "Veritas Classical Private School, Inc.," with all rights and privileges attendant thereto.

DONE AND ORDERED in chambers, in St. Johns County, Florida, on 07  
day of December, 2016.

12/7/2016 2:01 PM  
CA16-1217  
e-Signed 12/7/2016 2:01 PM  
CA16-1217

CIRCUIT JUDGE

Copy to: Richard Q. Lewis, III  
Attorney for Petitioners  
[RLewis@rtlaw.com](mailto:RLewis@rtlaw.com)

I HEREBY CERTIFY THAT THIS DOCUMENT  
IS A TRUE AND CORRECT COPY AS APPEARS  
ON RECORD IN ST. JOHNS COUNTY, FLORIDA  
WITNESS MY HAND AND OFFICIAL SEAL

THIS 7 DAY OF December 2016

BY: Kate E. [Signature] D.C.

