

N 17000005178

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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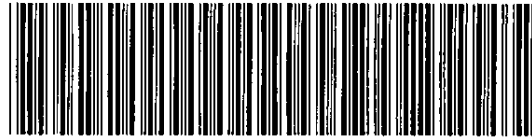
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

C. GOLDEN

MAY 17 2017

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 643195 4328337

AUTHORIZATION

COST LIMIT : \$128.75

ORDER DATE : May 16, 2017

ORDER TIME : 3:23 PM

ORDER NO. : 643195-005

CUSTOMER NO: 4328337

DOMESTIC AMENDMENT FILING

NAME: AVE MARIA SCHOOL OF LAW  
FOUNDATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: \_\_\_\_\_

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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Kevin Cleply, President  
(Name) (Title)  
of Ave Maria School of Law Foundation a foreign Corporation  
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 10, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Michigan.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Ave Maria School of Law Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Ave Maria School of Law Foundation Corp.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Michigan.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Ave Maria School of Law Foundation Corp.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 15<sup>th</sup> day of May, 2017.

  
(Authorized Signature)

**Filing Fee:**

|  |          |
|--|----------|
| Certificate of Domestication                 | \$50.00  |
| Articles of Incorporation and Certified Copy | \$78.75  |
| Total to domesticate and file                | \$128.75 |

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**ARTICLES OF INCORPORATION  
OF  
AVE MARIA SCHOOL OF LAW FOUNDATION CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I**  
**Name**

The name of the Corporation shall be Ave Maria School of Law Foundation Corp. (the "Corporation").

**ARTICLE II**  
**Principal Office**

The principal place of business and mailing address of the Corporation shall be 1025 Commons Circle, Naples, Florida 34119.

**ARTICLE III**  
**Purposes**

A. The purposes for which the Corporation is organized and shall be operated are exclusively religious, charitable, scientific, literary, and/or educational, and such other allowable charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"). In furtherance of these purposes, but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but not limited to, assisting in the support of Ave Maria School of Law, Inc., a Florida not-for-profit corporation, or to or for the benefit of any exempt purpose of the said Ave Maria School of Law, Inc., or to other exempt organizations that qualify as such under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of a future United States Revenue Code. In all events the Corporation shall operate exclusively for purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision set forth herein:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

2. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office.

3. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

#### **ARTICLE IV** **Operation and Manner of Election**

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE V** **Initial Registered Agent and Street Address**

The name and Florida street address of the Corporation's registered agent shall be Kaye Castro, 1025 Commons Circle, Naples, Florida 34119.

#### **ARTICLE VI** **Corporate Duration**

The Corporation shall have perpetual existence unless sooner dissolved by law.

#### **ARTICLE VII** **Members**

The Corporation shall have no members.

#### **ARTICLE VIII** **Indemnification**

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

#### **ARTICLE IX** **Dissolution**

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations

have charitable purposes most closely allied to those of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of any exempt organization or organizations under Section 501(c)(3) of the Code as said court shall determine.

**ARTICLE X**  
**Private Foundation Status**

A. If the Corporation is ever classified as a private foundation under the Code, the following provisions shall be applicable:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE XI**  
**Initial Directors and Officers**

The names and addresses of the persons to serve as the initial Officers and Directors of the Corporation are as follows:

|  |                        |
|--|------------------------|
| Kevin Cieply<br>1025 Commons Circle<br>Naples, Florida 34119 | Director and President |
|--|------------------------|

|   |                                   |
|---|-----------------------------------|
| Eugene Milhizer<br>1025 Commons Circle<br>Naples, Florida 34119 | Director, Secretary and Treasurer |
|---|-----------------------------------|

|  |          |
|--|----------|
| Thomas S. Monaghan<br>1025 Commons Circle<br>Naples, Florida 34119 | Director |
|--|----------|

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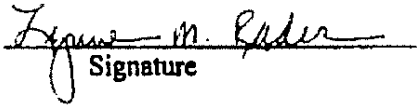
**ARTICLE XII**  
**Amendment**

These Articles of Incorporation shall only be amended by a majority vote of the Corporation's Board of Directors.

**ARTICLE XIII**  
**Incorporator**

The name and address of the Incorporator is Lynne M. Rader, Cohen & Grigsby, P.C., 625 Liberty Avenue, Pittsburgh, Pennsylvania 15222.

These Articles of Incorporation are hereby executed by the Incorporator on this 15 day May, 2017.

  
Signature

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, and is familiar with and accepts the obligations of such position.

By:   
Kaye Castro, Registered Agent

Date: May 15, 2017