

N21 000007431

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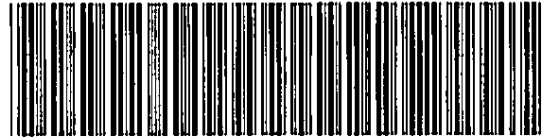
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AUG 23 2021

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Date: August 20, 2021

Subject: Saint Francis Classical Academy, Inc. Articles of Incorporation
Ref. Number: N21000007431 and Letter Number: 321A00018464

I received in the mail your letter dated August 5, 2021 informing me that my July 15 submission needed correction. In response, I submit the attached First Amended and Restated Articles of Incorporation for Saint Francis Classical Academy, Inc.

These First Amended and Restated Articles of Incorporation supersede and replace the Corporation's original articles as found in Document Number N21000007431 which were recorded on June 11, 2021 and any amendments thereto. As stated in your August 5, 2021 letter, you already have my \$43.75 check for the Filing Fee (\$35) and a Certified Copy (\$8.75).

I respectfully request expedited processing, including posting an image of the stamped copy to the Sunbiz web site so that I may proceed further with other government filings that are awaiting disposition of this filing. Thank you for your consideration.

Sincerely,



Robert L. McGee, III
Director and President of Saint Francis Classical Academy, Inc.
5020 Carlyn Drive,
Pace, Florida 32571
Cell phone: 850-712-0709
Email: stfrancisclassical@gmail.com



RECEIVED

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2021

ROBERT MCGEE
5020 CARLYN DR
PACE, FL 32571

SUBJECT: SAINT FRANCIS CLASSICAL ACADEMY, INC.
Ref. Number: N21000007431

We have received your document for SAINT FRANCIS CLASSICAL ACADEMY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Brumbley
Regulatory Specialist II

Letter Number: 321A00018464

✓

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION**
In Compliance with Chapter 617, F.S.. (Not for Profit)

Article I. Name

The name of the Corporation shall be: Saint Francis Classical Academy, Inc.

Article II. Principal Office

The principal street address is 5020 Carlyn Drive, Pace, Florida 32571.

The principal mailing address is 5020 Carlyn Drive, Pace, Florida 32571.

Article III. Purpose

The purpose of the corporation is to establish and operate a classical and Christ-centered academy for religious education and discipleship. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. Members

The Corporation shall have no members.

Article V. Board of Directors

The manner in which the Directors and Officers of the Board are appointed or elected is provided in the bylaws of the Corporation.

The name, address, and office of the initial Directors of the Corporation are as follows:

1. Robert L. McGee III, 5020 Carlyn Drive, Pace, Florida 32571, Director and Board President
2. Darryl Steve Traylor, Jr., 5625 Ballybunion Drive, Pace, FL 32571, Director and Board Vice President
3. Sean Johnson, 1207 Palmyra Ave., APT 2B, Richmond, VA 23227, Director and Board Secretary

Article VI. Limitations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII. Dedication of Assets

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent 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.

Article VIII. Initial Registered Agent

The name and Florida street address of the initial registered agent is: Robert L. McGee III, 5020 Carlyn Drive, Pace, Florida 32571.

Article IX. Incorporator

The name and address of the Incorporator is: Robert L. McGee III, 5020 Carlyn Drive, Pace, Florida 32571.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent Robert L McGee III Date 8/20/21

I hereby certify that:

1. there are no members of the Corporation, nor have there ever been any members of the Corporation,
 - a. thus there are no members entitled to vote on these First Amended and Restated Articles of Incorporation, and
 - b. thus these First Amended and Restated Articles of Incorporation do not include amendments requiring member approval,
2. these First Amended and Restated Articles of Incorporation were duly approved and adopted by the Saint Francis Classical Academy Board of Directors on July 15, 2021.
3. these First Amended and Restated Articles of Incorporation are currently in effect, and
4. these First Amended and Restated Articles of Incorporation were executed in accordance with Florida statute 617.01201.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

Signature of Incorporator Robert L McGee III Date 8/20/21