



## COVER LETTER

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

SUBJECT: HIGHLANDS LATIN SCHOOL INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Arago Law Firm PLLC

Name (Printed or typed)

230 E. monument Ave. Ste A

Address

Kissimmee, Florida 34741

City, State & Zip

(407) 344 - 1185

Daytime Telephone number

maureenarago@aragolaw.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

RESTATED ARTICLES OF INCORPORATION

OF

HIGHLANDS LATIN SCHOOL INC.

FILED

2023 JUN -2 AM 7:33

SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned, being all of the Directors of HIGHLANDS LATIN SCHOOL INC. hereby submit these Restated Articles of Incorporation of HIGHLANDS LATIN SCHOOL INC., a corporation not for profit under Chapter 617, Florida Statutes, which restatement includes an amendment approved by all the Directors, which amendment does not require member approval, there being no members.

ARTICLE I

Name

The name of the corporation shall be HIGHLANDS LATIN SCHOOL INC., which corporation shall herein be referred to as the "Corporation."

ARTICLE II

Principal Place of Business, Mailing Address

The principal place of business and mailing address of the Corporation shall be 2025 S.R. 436, Winter Park, FL 32792.

ARTICLE III

Registered Agent

The name and address of the Registered Agent is Arago Law Firm, PLLC, 230 E. Monument Ave., Suite A, Kissimmee, FL 34741.

ARTICLE IV

Purpose

The purpose for which the Corporation is organized is for operation of a Classical, Traditional, Christian School; for all other lawful charitable purposes; but not for pecuniary gain.

ARTICLE V

Powers

The powers of the Corporation shall be, in addition to the general powers afforded a corporation not for profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Corporation, including, but not limited, to the following:

1. The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not for Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.
2. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Corporation outside of his or her duties as a Director. In this

case, compensation must be approved and advanced by the Board of Directors and the Director receiving such compensation shall not be permitted to vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the corporation.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except for compensation paid as provided in paragraph 2 above.
4. 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 any political campaign on behalf of or in opposition to any candidate for public office.
5. Anything contained in these Articles to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Not for Profit Corporation Act.

#### ARTICLE VI Membership

The Corporation shall have no members.

#### ARTICLE VII Corporate Existence

This Corporation shall have perpetual duration. In the event of the dissolution and liquidation of this corporation, the property and assets of the Corporation shall be distributed to or sold and the proceeds of such sale distributed to a similarly situated not for profit organized and operating for the same purposes for which the Corporation is organized and operating, and if none, to any organization or corporation organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501 (c)(3) of the Internal Revenue Code, as amended, all of which such organizations or corporations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code as amended.

#### ARTICLE VIII Directors

1. The business of this Corporation shall be conducted by a Board of Directors having at least three (3) Directors.
2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation.

#### Article IX

### Directors and Officers

The names and addresses of the first Board of Directors and the officers of the Corporation who shall hold office until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address:</u>
Marie Drury President and Director	1137 Dings Ave. Windermere, FL 34786
Bartholomew Vernace Treasurer and Director	3313 Just A Mere Ct. Windermere, FL 34786
Mary Ann Vernace Secretary and Director	3313 Just A Mere Ct. Windermere, FL 34786

### ARTICLE X

#### Bylaws

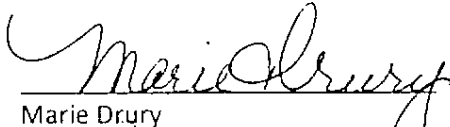
The Bylaws of the Corporation shall be adopted by the Board of Directors. The amendment or alteration of said Bylaws shall be in accordance with the provisions of said Bylaws.

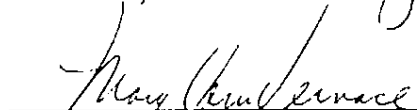
### ARTICLE XI

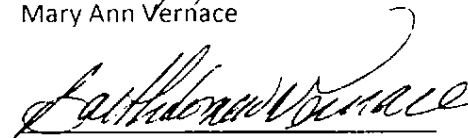
#### Amendments to Articles of Incorporation

1. The Articles of Incorporation may be amended by the members at any regular, special or annual meeting of the members at which a quorum is present, called for such purpose, or in the case of an annual meeting, provided notice of the proposed changes have been furnished in writing to all members of persons entitled to vote thereon, at least thirty (30) days prior to said meeting. Such amendment shall be effective when approved by at least sixty-six percent (66%) of the total number of Directors.

IN WITNESS WHEREOF, all of the Directors, have hereunto set their hand and seal, this 16th day of May, 2023.

  
Marie Drury

  
Mary Ann Vernace

  
Bartholomew Vernace