

# N30345

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(Requestor's Name)

\_\_\_\_\_  
(Address)

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(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

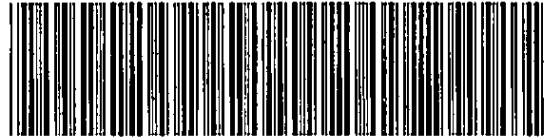
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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*Amcl*

R. WHITE

Apr 03 2018

18 MAR 30 AM 9:12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SAINT JOSEPH'S EPISCOPAL SCHOOL, INC.

DOCUMENT NUMBER: N30345

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle Aubrey  
(Name of Contact Person)

SAINT JOSEPH'S EPISCOPAL SCHOOL, INC.  
(Firm/ Company)

3300 B SOUTH SEACREST BLVD.  
(Address)

BOYNTON BEACH, FL 33435  
(City/ State and Zip Code)

KAubrey@sjsonline.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kyle Aubrey at 561 732-2045  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

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

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

18 MAR 30 AM 9:12

SAINT JOSEPH'S EPISCOPAL SCHOOL, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N30345

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____



**ATTACHMENT TO CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF SAINT JOSEPH'S EPISCOPAL SCHOOL, INC.**

**N30345**

[PAGE 1 OF 2 PAGES]

1. The last sentence of ARTICLE IV is hereby deleted.
2. ARTICLE VI is hereby amended and restated to read in its entirety as follows:

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its board of trustees. The bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of trustees, and such provisions may be amended from time to time in such lawful manner as the bylaws shall prescribe and as shall not be inconsistent with the provisions of these Articles.
3. ARTICLE VIII is hereby amended and restated to read in its entirety as follows:

No person who is or was a trustee of the corporation shall be personally liable to the corporation for monetary damages for breach of duty as a trustee in an amount that exceeds the compensation, if any, received by the trustee for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the trustee, (b) enable the trustee to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the trustee to the corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's duty to the corporation. Any lawful repeal or modification of this provision or the adoption of any provision inconsistent herewith by the board of trustees of the corporation shall not, with respect to a person who is or was a trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a trustee provided for in this provision shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Florida law.
4. A new Article IX is hereby added to read in its entirety as follows:

The corporation shall, to the fullest extent permitted by law, indemnify its trustees from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Florida Not For Profit Corporation Act, as it may be amended from time to time. In furtherance and not in limitation thereof, the corporation shall indemnify its trustees against liability to any person for any action taken, or any failure to take any action, as a trustee, except liability that (a) involved a knowing and culpable violation of law by the trustee, (b) enabled the trustee to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the trustee to the

corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's duty to the corporation.

The corporation shall indemnify each officer of the corporation who is not a trustee, or who is a trustee but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the corporation is permitted to provide the same to a trustee, and may indemnify such persons to the extent permitted by applicable Florida law.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred by a trustee or officer of the corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such trustee or officer to repay such amount if it shall be ultimately determined that such trustee or officer is not entitled to be indemnified by the corporation.

The corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this provision on such terms and conditions as may be established by the board of trustees.

No amendment to or repeal of this provision shall apply to or have any effect on the indemnification of any trustee, officer, employee or agent of the corporation for or with respect to any acts or omissions of such trustee, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the corporation to pay for or reimburse in advance expenses incurred by a trustee, officer, employee or agent of the corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

Notwithstanding any provision hereof to the contrary, the corporation shall not indemnify any trustee, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

**ATTACHMENT TO CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF SAINT JOSEPH'S EPISCOPAL SCHOOL, INC.**

**N30345**

[PAGE 2 OF 2 PAGES]

MARCH 14, 2018

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

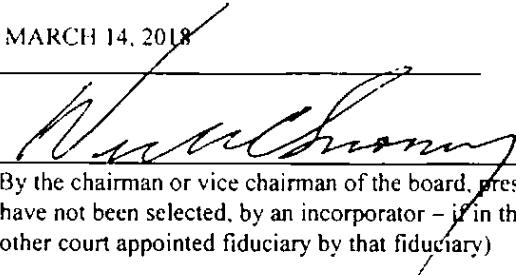
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated MARCH 14, 2018 \_\_\_\_\_

Signature  \_\_\_\_\_  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WILLIAM C SWANEY  
\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT  
\_\_\_\_\_  
(Title of person signing)