

N99000003993

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MASTER OF LAWS  
IN TAXATION  
ADMITTED TO PRACTICE  
IN FLORIDA & TEXAS

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January 3, 2000

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

400003089284--4  
-01/05/00--01076--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Filing of Amended and Restated Articles of Incorporation for St. Johns Country Day School Foundation, Inc.

Greetings:

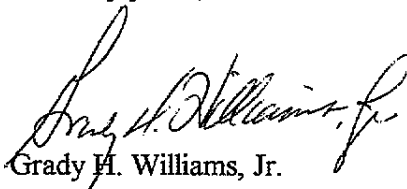
Enclosed one original counterpart and one photocopy of the Amended and Restated Articles of Incorporation for St. Johns Country Day School Foundation, Inc., together with my trust account check for \$35.00 to cover the filing fee.

Please file the original Amended and Restated Articles of Incorporation for this Florida corporation and, if possible, return the photocopy "date stamped" copy to me. I am not requesting that a certified copy of the filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please call me.

Thank you for your assistance.

Sincerely yours,

  
Grady H. Williams, Jr.

FILED  
00 JAN -5 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc: Stephen F. Russey

*Amended & Restated Art.*

V. SHEPARD JAN 13 2000

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

ST. JOHNS COUNTRY DAY SCHOOL FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

[Fla. Div. of Corp. Doc. No. N99000003993; EIN 59-3590413]

This is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended (the "Act").

ARTICLE I

Name

The name of the corporation is ST. JOHNS COUNTRY DAY SCHOOL FOUNDATION, INC.

ARTICLE II

Initial Principal Office

The initial principal office of the corporation shall be physically located at, and the initial mailing address of the corporation is, 3100 Doctors Lake Drive, Orange Park, Florida 32073.

ARTICLE III

Duration

The corporation is to commence its corporate existence as of June 28, 1999. The corporation shall exist perpetually.

ARTICLE IV

Purpose

The corporation is organized exclusively for charitable, 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. This corporation shall seek to fulfill its purpose specifically by undertaking and engaging in the following actions and activities:

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00 JAN -5 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Serving as a direct support organization for St. Johns Country Day School (TIN: 59-0700127; FFN: 580038833; Fla. Corp. Doc. No. 710722; FDOR Sales Tax Exemption No. 20-07-009603-57C), a Florida not for profit corporation which has previously applied for and received exempt status for federal income tax purposes, and which is a private elementary, intermediate and secondary school with a rigorous college preparatory curriculum. St. Johns Country Day School Foundation, Inc. shall solicit, invest, manage and disburse permanent endowment funds and the net earnings thereon for the purpose of supporting the programs of St. Johns Country Day School.

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. Nor shall this corporation engage in a regular business of a kind ordinarily carried on for profit.

**ARTICLE V**  
**Initial Registered Agent and Office**

The name and address of the initial registered agent and the street address of the initial registered office of the corporation is:

Stephen F. Russey  
3100 Doctors Lake Drive  
Orange Park, Florida 32073

**ARTICLE VI**  
**Management of Corporate Affairs**

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) and not more than twelve (12) persons serving as regular members of the Board of Directors, with full voting and participatory rights and duties, to be elected from time to time by the Board of Trustees of St. Johns Country Day School. The headmaster of St. Johns Country Day School, or his designee, shall also serve as an ex officio member of the Board of Directors, having the right and duty to attend meetings and advise the Board of Directors on all matters pertaining to the corporate purposes of the corporation, but not having the power to vote, preside at Board of Directors meetings or chair committees of the Board of Directors. The qualifications for, terms of office, and manner of election of the Board of Directors shall be set forth in the Bylaws of the corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry H. Harris, Jr.	1000 Vicker's Landing Way Apt. C-109 Ponte Vedra, Florida 32082
Minerva Mason	12 Kingsley Avenue Orange Park, Florida 32073
Dorothy J. Sandridge	2764 West Holly Point Road Orange Park, Florida 32073
Patricia Freeman	13459 Owl Hollow Court Jacksonville, Florida 32223
John W. Nichols	1796 Kel Lane Middleburg, Florida 32068
Stephen F. Russey, Headmaster St. Johns Country Day School (ex officio)	768 Westminster Drive Orange Park, Florida 32073

C. Corporate Officers. The Board of Trustees of St. Johns Country Day School shall elect the following officers: Chairman of the Board of Directors, Secretary and Treasurer, and such other officers from time to time as the Bylaws of the corporation may authorize. The qualifications for, terms of office, and manner of election of the officers shall be set forth in the Bylaws of the corporation.

## ARTICLE VII

### Bylaws

The Board of Directors of the corporation shall adopt Bylaws not inconsistent with these articles of incorporation for the conduct of the corporation's business and the carrying out of its purposes. Notwithstanding the foregoing, however, the initial Board of Directors shall adopt the initial Bylaws of the corporation at an organizational meeting or by their unanimous written consent in lieu of an organizational meeting, as permitted by the Act.

## ARTICLE VIII

### Membership

The corporation shall have no members.

## ARTICLE IX

### Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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.

D. Notwithstanding any other provision of these articles, the corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

## ARTICLE X

### Dedication of Assets

The property of the corporation is irrevocably dedicated to the purposes set out in Article IV hereof, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

## ARTICLE XI

### Distribution of Assets

Upon dissolution of this corporation, its assets shall be distributed solely to St. Johns Country Day School, or its successor entity, if any, if such corporation or its successor is then in existence,

consistent with the purposes set forth in Article IV, above, but only on the condition that such distribution to such entity serves 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. In the event that such other entity is not then in existence, or in the event that such distribution to such entity would not serve one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, then the assets of this corporation upon dissolution instead shall be otherwise distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 XII  
Amendments

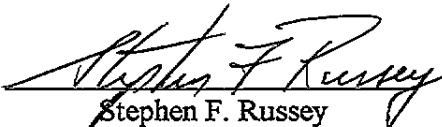
The Articles of Incorporation may be amended in accordance with the Act, upon a two-thirds vote of the entire Board of Directors, provided such amendments have been approved by the Board of Trustees of St. Johns Country Day School.

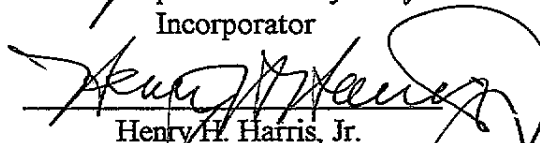
ARTICLE XIII  
Incorporator

The name and address of the person signing these articles is:

Stephen F. Russey  
768 Westminster Drive  
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator and the Chairman of the Board of Directors has executed these Amended and Restated Articles of Incorporation upon their adoption by the Board of Directors for the corporation, this 30<sup>th</sup> day of NOVEMBER, 1999.

  
Stephen F. Russey  
Incorporator

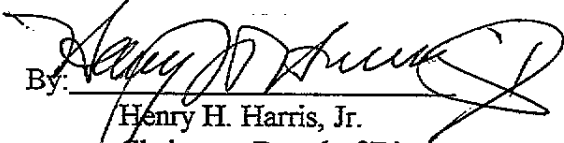
  
Henry H. Harris, Jr.  
Chairman, Board of Directors

CERTIFICATE OF CORPORATION AS TO AMENDED AND  
RESTATED ARTICLES OF INCORPORATION

The undersigned Chairman of the Board of Directors for the corporation hereby certifies that these Amended and Restated Articles of Incorporation for the corporation were adopted by the unanimous written consent of the Board of Directors of the corporation, on NOVEMBER 20, 1999, and were also separately approved by the Board of Trustees of St. Johns Country Day School on November 20, 1999. There are no members of the corporation.

Dated NOVEMBER 20, 1999.

ST. JOHNS COUNTRY DAY SCHOOL  
FOUNDATION, INC.

By:   
Henry H. Harris, Jr.  
Chairman, Board of Directors

Attest:

Minerva R. Mason  
Minerva Mason, Secretary

(Seal)

CERTIFICATE OF ST. JOHNS COUNTRY DAY SCHOOL  
AS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF ST. JOHNS COUNTRY DAY SCHOOL FOUNDATION, INC.

The undersigned President of the Board of Trustees for St. Johns Country Day School hereby certifies that the foregoing Amended and Restated Articles of Incorporation for the St. Johns Country Day School Foundation, Inc. were approved by the Board of Trustees of St. Johns Country Day School on November 20, 1999.

Dated November 20, 1999.

ST. JOHNS COUNTRY DAY SCHOOL

By: James R. Hoffman  
James R. Hoffman  
President, Board of Trustees

Attest:

Liz Ira Williams  
Liz Ira Williams, Secretary

(Seal)