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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

ST. FRANCIS OF ASSISI CATHOLIC SCHOOL FOUNDATION, IN

Certificate of Status	0
Certified Copy	0
Page Count	06
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EFFECTIVE DATE
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**ARTICLES OF INCORPORATION
OF
ST. FRANCIS OF ASSISI
CATHOLIC SCHOOL FOUNDATION, INC.,
a Florida Nonprofit Corporation**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**ARTICLE I
NAME AND ADDRESS**

The name of the proposed corporation shall be ST. FRANCIS OF ASSISI CATHOLIC SCHOOL FOUNDATION, INC. The principal office, if known, and mailing address of the corporation shall be 4400 PGA Boulevard, Suite 505, Palm Beach Gardens, FL 33410.

**ARTICLE II
DURATION**

This corporation shall commence existence on the date of execution and acknowledgement of these Articles if permitted by law, if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

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ARTICLE III PURPOSES

The principal objectives and purposes for which this corporation is formed are as follows:

- A. To establish a not for profit organization for the advancement of the religious and educational purposes of St. Francis of Assisi Catholic School.
- B. To further promote Catholic education in general.
- C. To receive grants and dues from members for the accomplishment of the above purposes.
- D. The purposes for which the corporation is organized are exclusively religious, educational, charitable, scientific, and literary within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue Law.
- E. To operate exclusively in any other manner for such religious and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- F. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

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<u>Name</u>	<u>Address</u>
Robert C. Hackney	4400 PGA Boulevard, Suite #505 Palm Beach Gardens, FL 33410

ARTICLE V MEMBERSHIP

This corporation shall be organized on a nonstock basis and shall not issue shares of stock. The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be set forth in the Bylaws of this corporation.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three (3), provided however that such number may be changed by Bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote in accordance with the Bylaws of the corporation.

The names and address of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Karen Lampe	4400 PGA Boulevard, Suite #505 Palm Beach Gardens, FL 33410
Michael Cannon	4400 PGA Boulevard, Suite #505 Palm Beach Gardens, FL 33410

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Robert C. Hackney

4400 PGA Boulevard, Suite #505
Palm Beach Gardens, FL. 33410

B. Elective Officers. The Board of Directors shall elect the following officers: President, Vice President, and Secretary. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President	Karen Lampe
Vice President	Michael Cannon
Secretary	Robert C. Hackney

C. Committees. This corporation shall have such standing and other committees as may be set forth in the corporation's Bylaws or as may be appointed from time to time by the Board of Directors or officers of the corporation.

ARTICLE VII REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4400 PGA Boulevard, Suite 505, Palm Beach Gardens, Florida 33410, and the name of its registered agent at said address shall be Robert C. Hackney.

ARTICLE VIII BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this corporation.

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**ARTICLE IX
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation shall be made pursuant to law.

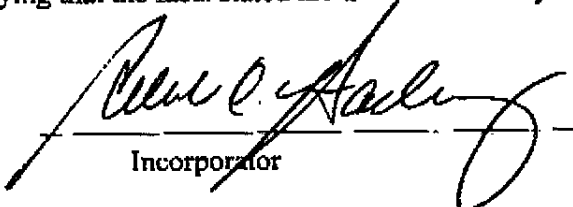
**ARTICLE X
INDEMNIFICATION AND LIMITATION OF LIABILITY**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

**ARTICLE XI
DISSOLUTION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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, in the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true this 21st day of September, 1999.



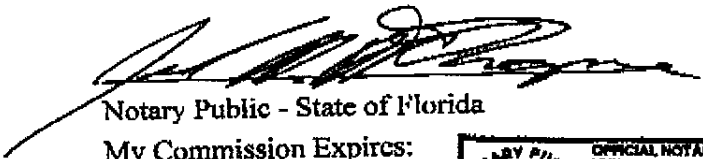
Incorporator

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STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 21st day of September, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Robert C. Hackney**, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

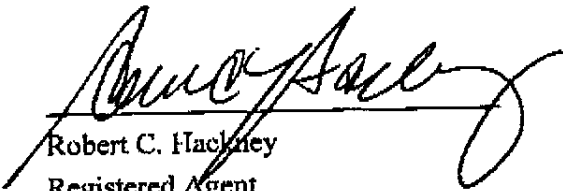

Notary Public - State of Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT



Having been named to accept service of process for the above-named Florida Nonprofit Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Robert C. Hackney
Registered Agent

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