



Our Lady of Hope Academy

114 Fairway Oaks Drive

Orange Park, Florida 32073

N99 000000 6456

April 29, 2000

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

Our Lady of Hope Academy, Inc, is filing the attached amended Articles of Incorporation as a nonprofit corporation in accordance with section 617.01201, Florida Statutes.

We are including a check for \$52.50, which includes the filing fee (\$35.00) and the costs of two certified copies of the amendments. Our return address is

Our Lady of Hope Academy, Inc
114 Fairway Oaks Drive
Orange Park, FL 32073.

If there are any questions, please contact us at 904-215-9465.

Respectfully,

Annette O. Evans

Annette O. Evans
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Restated Articles
NFS 5-3-2000

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**RESTATED ARTICLES OF INCORPORATION
OF OUR LADY OF HOPE ACADEMY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The Board of Directors of Our Lady of Hope Academy, Inc. (hereinafter the "Corporation" or "OLHA") as permitted by, and in accordance with, s. 617.1007, *Florida Statutes*, hereby adopts these *Restated Articles of Incorporation of Our Lady of Hope Academy, Inc.*, restating and amending the Articles of Incorporation which were effective October 29, 1999, as follows:

**Article 1
Name and Seal of Corporation**

Section 1.00-- The name of the Corporation shall be Our Lady of Hope Academy, Inc. The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporation Not For Profit." The Corporate Seal may be used by the Corporation for such purposes as are desirable or necessary, provided, however, that its use shall be limited to official Corporation purposes.

**Article 2
Principal Office**

Section 2.00-- The principal place of business and mailing address of this Corporation shall be:

Place of business: 114 Fairway Oaks Drive
Orange Park, FL 32073

Mailing address: 114 Fairway Oaks Drive
Orange Park, FL 32073

**Article 3
Principal Purpose And Prohibited Activities**

Section 3.00-- OLHA shall be a not for profit corporation as defined by the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes (1999)*. The purpose for which the Corporation is organized is exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions 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 law.

**Article 4
Membership In Corporation**

Section 4.00-- Neither students enrolled in, or attending, any school operated by OLHA, nor their parents or guardians, shall, by virtue of their enrollment or attendance and/or payment of tuition

or other fees, be deemed members of the Corporation. As permitted by § 617.0601(1)(a), *Florida Statutes*, the Corporation shall have no members.

Article 5

Bylaws

Section 5.00--As required by § 617.0206, *Florida Statutes*, the OLHA Board of Directors shall adopt Bylaws for the purpose of regulating, governing, and managing the affairs of the corporation.

Section 5.01- The Board of Directors shall have sole and exclusive authority to alter, amend, or repeal the bylaws and/or to adopt new or restated bylaws.

Article 6

Governance of Corporation by Board of Directors

Section 6.00-- The business and affairs of OLHA shall be regulated, governed, and managed by a Board of Directors consisting of at least five (5) but not more than nine (9) Directors. In regulating, governing, and managing the business and affairs of OLHA, the Board of Directors shall act as one body, and individual Directors shall have no authority to act on behalf of, or bind, OLHA unless the action is authorized or ratified by a majority of the Directors. The Board may, by contract or otherwise, give general, limited, or special powers and/or authority to the Officers and employees of OLHA to transact the Corporation's general business or any special business, and may give powers of attorney to agents of the Corporation to transact any special business requiring that authorization.

Article 7

Appointment, Election, Term of Office, and Removal For Cause of Directors

Section 7.00-- The initial Directors of the Board shall be appointed by the incorporators of OLHA. All subsequent Directors shall be elected by a majority of the incumbent Directors. The initial Directors of the Board of Directors whether appointed by the incorporators or elected immediately thereafter shall serve staggered terms as follows: At the first regularly scheduled meeting of the Board in the calendar year immediately succeeding the calendar year in which these Bylaws were adopted, the Chairman of the Board shall designate one third of the Directors for terms of one (1) year and one third of the remaining Directors for terms of two (2) years. The remaining one third of the Directors shall serve terms of three (3) years. Thereafter, the term of office for Directors shall be staggered terms of three years; provided, however, that if additional directorships are established, the initial term for such directorships shall be one or more years, not to exceed three (3) years. Directors may serve an unlimited number of terms and may be reelected at the completion of any term by a majority of the incumbent Directors. Directors shall hold office until their successors are elected and qualified, or until their earlier deaths, resignations or removals. Election of Directors need not be by written ballot.

Section 7.01-- Any Director may be removed for cause, as defined by a majority of the Board, by

a unanimous vote of the Board.

Section 7.02-- Vacancies occurring on the Board of Directors and Directorships available because of an increase in the number of Directors shall be filled by a persons elected by a majority of the members of the Board.

Article 8
Distribution of Assets Upon Dissolution

Section 8.00-- Upon the dissolution 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 of 1986, 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 of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article 9
Registered Agent and Street Address

Section 9.00-- The name and address of the Corporation's registered agent is:

F.C. Robert Hollmann 598 Wells Landing Drive Orange Park, FL 32073

Article 10
Nondiscrimination

Section 11.00-- The Corporation shall not discriminate against any individual on the basis of race, color, gender or national or ethnic origin.

Executed this 28 day of April, 2000

By: Annette Evans
Annette Evans, President
Our Lady of Hope Academy, Inc.

Edward J. Garcia
Edward J. Garcia
Corporate Secretary

**Certificate for the Restated Articles of Incorporation of
Our Lady of Hope Academy, Inc.**

Pursuant to section 617.1007(3), *Florida Statutes*, the undersigned, as President of Our Lady of Hope Academy, Inc., hereby certifies that:

1. The name of the Corporation is Our Lady of Hope Academy, Inc.
2. The attached Restated Articles of Incorporation of Our Lady of Hope Academy, Inc. do not contain amendments requiring member approval in that the Corporation has no members.
3. The amendments contained in the Restated Articles of Incorporation of Our Lady of Hope Academy, Inc. were adopted by the Board of Directors on the 7th day of April 2000.

For Our Lady of Hope Academy, Inc.

Annette Evans

Annette Evans, as President

April 28, 2000

Date

State of Florida

County of Clay

I, the undersigned authority, HEREBY CERTIFY, that on this day, personally appeared Annette Evans, who is known/ who produced proper identification, and who executed the foregoing instrument.

WITNESS my hand and seal in the county and state last aforesaid this 28 day of April 2000.

CERTOLHA.WPD



Sharyn L. Hagan
MY COMMISSION # CC924580 EXPIRES
April 7, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Sharyn L. Hagan