

71480  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850)617-6380

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MADISON ACADEMY, INC.

Certificate of Status	0
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MAY 20 2021



May 19, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MADISON ACADEMY, INC.  
PO BOX 690  
MADISON, FL 32341

SUBJECT: MADISON ACADEMY, INC.  
REF: 714480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

We have no record of Amended and Restated Articles being filed. Therefore, you must remove SECOND as the enclosed will be the FIRST amended and restated articles or entitle the document Amended and Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H21000198171  
Letter Number: 421A00010616

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

((H21000198171 3)))

NAME OF CORPORATION: MADISON ACADEMY, INC.

DOCUMENT NUMBER: 714480

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

Please return all correspondence concerning this matter to the following:

TIMOTHY J. JONES

(Name of Contact Person)

MADISON ACADEMY, INC.

(Firm/ Company)

POST OFFICE BOX 690

(Address)

MADISON, FLORIDA 32341

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

TIMOTHY J. JONES

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

((H21000198171 3)))

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MADISON ACADEMY, INC.  
A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of this corporation is MADISON ACADEMY, INC. (sometimes referred to herein as the or this "Corporation"), and it is a not-for-profit corporation organized under the laws of the State of Florida. The Corporation was filed on April 22, 1968, under the name of Madison County Independent Schools, Inc., and assigned Document Number 714480, and the name of this Corporation was changed to MADISON ACADEMY, INC., by Amended and Restated Articles of Incorporation filed on December 6, 2013. The business of the Corporation is being conducted as MADISON ACADEMY, INC.

**ARTICLE II  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSES**

The Corporation is formed as a not-for-profit corporation for any lawful purposes not expressly prohibited under the Florida Not For Profit Corporation Act, and shall operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent such activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purpose of the Corporation is to support educational needs of the students and schools in Madison County, Florida, and surrounding counties; and to accept, hold, invests and administer any gifts, legacies, bequests, funds, and property of any sort or nature, and to use, expend and/or donate the income and/or principal thereof for, and to devote the same to the foregoing purposes of the Corporation; and to do any and all lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code, as it now exists or as it may hereafter be amended.

**ARTICLE IV  
NON-PROFIT NATURE**

4.01 Prohibited Distributions:

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30

The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable, religious, literary, educational and scientific purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles of Incorporation.

4.02 Prohibited Activities:

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) 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. No substantial part of the Corporation's activities shall be the carrying on for propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.03 Personal Liability:

No officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

4.04 Dissolution:

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the managing body (being the Board of Directors) of the Corporation and if the Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one (1) or more of the Directors, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed,

giving preference if practicable to organizations located within the State of Florida. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE V  
BOARD OF DIRECTORS

5.01 Governance By Board of Directors:

The Corporation shall be governed by its Board of Directors, and the powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors. The number of Directors may be increased or decreased from time to time, but shall never be less than five (5). The method of selecting the Directors is as stated in the Bylaws of the Corporation.

ARTICLE VI  
OFFICERS

6.01 Appointment of Officers:

The Corporation shall also have a President, a Secretary and a Treasurer, who shall be appointed by the Board of Directors, and whose duties shall be as set forth in the Bylaws. One person may hold more than one office. The Board of Directors may also appoint one or more Vice-Presidents and other officers as deemed desirable by the Board of Directors.

ARTICLE VII  
MEMBERSHIP

The Corporation shall have no members as is authorized by Section 617.0601(1)(a), Florida Statutes. The management of the affairs of the Corporation shall be vested in its Board of Directors.

ARTICLE VIII  
AMENDMENTS

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the Board of Directors.

ARTICLE IX  
ADDRESSES OF THE CORPORATION

The principle place of business for the Corporation is located at 2812 W. US 90, Madison, Florida 32340. The mailing address of the Corporation is PO Box 690, Madison, Florida 32341.

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ARTICLE X.  
APPOINTMENT OF REGISTERED AGENT

The registered agent of the Corporation is TIMOTHY J. JONES, whose address is 2812 W. US 90, Madison, Florida 32340.

ARTICLE XI  
INCORPORATORS

The Incorporators of the Corporation in 1968 were James T. Sullivan, Kathleen Lawton, William T. Beggs, Thomas H. Callahan, Barbara Naughton Beggs, Joan Sale Fraleigh, Kenneth Newsom, and Robert J. Valentine.

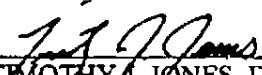
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**CERTIFICATE OF ADOPTION OF ~~SECOND~~ AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The undersigned Directors of the Corporation, constituting all of the Directors of the Corporation, have adopted and hereby adopt these Second Amended and Restated Articles of Incorporation, and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the State of Florida constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. We understand the requirement to file an annual report with the State of Florida every year to maintain "active" status. There are no Members entitled to cast a vote.

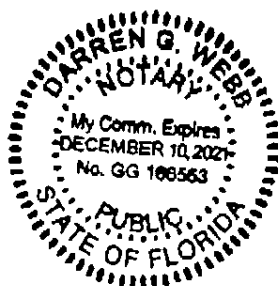
IN WITNESS WHEREOF, the undersigned Directors and Officers have hereunto set their hands and seals this 16<sup>th</sup> day of February, 2021.

MADISON ACADEMY, INC.

  
TIMOTHY J. JONES, Director, President  
and Registered Agent

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by TIMOTHY J. JONES, as a Director, President and Registered Agent of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~Second~~ Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these ~~Second~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced NA as identification.



  
(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)



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Margaret A. Cooper  
MARGARET ANN COOPER,  
Director and Treasurer

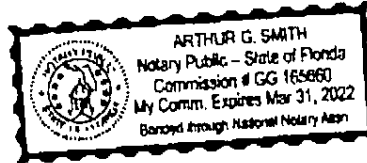
STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by MARGARET ANN COOPER, as a Director and Treasurer of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~SEVERAL~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~SEVERAL~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced \_\_\_\_\_ as identification. \_\_\_\_\_

Arthur G. Smith

(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)



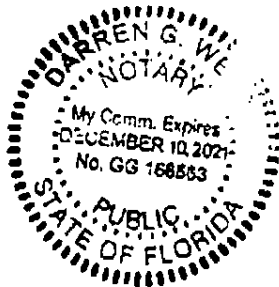
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Cindy Williams  
CINDY WILLIAMS, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence of  online notarization, this 16 day of February, 2021, by CINDY WILLIAMS, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~XXXXXX~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~XXXXXX~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced \_\_\_\_\_ as identification.



Darren Weir  
(Signature of Notary Public--State of Florida)

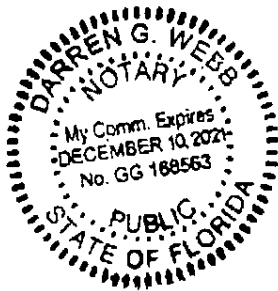
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Willa Branham  
WILLA BRANHAM, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 14<sup>th</sup> day of February, 2021, by WILLA BRANHAM, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~Second~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~Second~~ Amended and Restated Articles of Incorporation, who is personally ~~known~~ to me or who produced \_\_\_\_\_ as identification.



Darren Webb  
(Signature of Notary Public--State of Florida)

Darren Webb   
(Print, Type, or Stamp Commissioned Name of Notary Public)

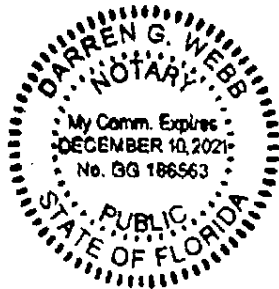
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Marilyn Blair  
MARILYN BLAIR, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by MARILYN BLAIR, as a Directors of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~Second~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~Second~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced NA as identification.



Darren Webb  
(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

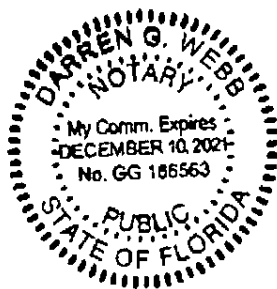
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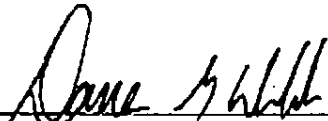
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CHAD ARNOLD, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by CHAD ARNOLD, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~SECOND~~ Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these ~~SECOND~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced NA as identification.



  
(Signature of Notary Public--State of Florida)

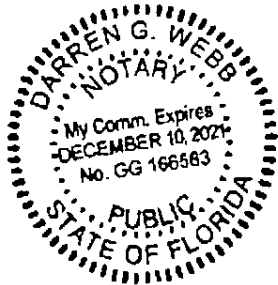
(Print, Type, or Stamp Commissioned Name of Notary Public)

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Andrea Krell  
ANDREA KRELL, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by ANDREA KRELL, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~§20001~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~§20001~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced NA as identification.



Darren Webb  
(Signature of Notary Public--State of Florida)

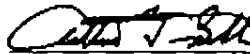
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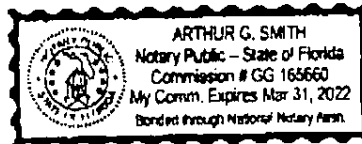
  
DARREN WEBB, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence of  online notarization, this 16<sup>th</sup> day of February, 2021, by DARREN WEBB, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~SEVERAL~~ Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these ~~SEVERAL~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)



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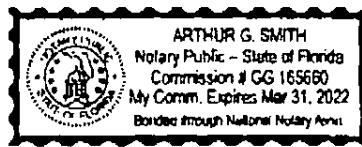
*Kim Brandies*  
KIM BRANDIES, Director

STATE OF FLORIDA  
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of  physical presence  online notarization, this 16<sup>th</sup> day of February, 2021, by KIM BRANDIES, as a Director of and on behalf of MADISON ACADEMY, INC., a Florida not for profit corporation, and who executed the foregoing ~~Second~~ Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these ~~Second~~ Amended and Restated Articles of Incorporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

*Arthur G. Smith*  
(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)



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((H21000198171 3))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

MADISON ACADEMY, INC.  
~~SARACONIA BY CLIFFS, INC.~~, TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2812 W. US 90, MADISON, FLORIDA 32340, HAS NAMED TIMOTHY J. JONES, WHOSE PHYSICAL ADDRESS IS 2812 W. US 90, MADISON, FLORIDA 32340, AND WHOSE MAILING ADDRESS IS PO BOX 690, MADISON, FLORIDA 32341, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
TIMOTHY J. JONES  
President

Dated: February 16, 2021

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
TIMOTHY J. JONES  
Registered Agent

Dated: February 16, 2021