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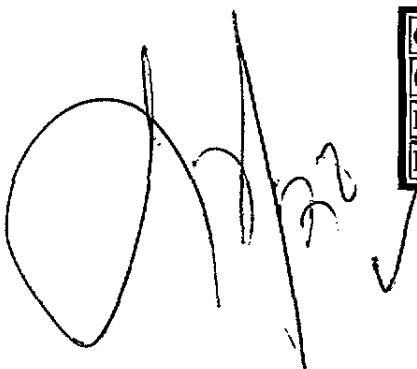
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FLORIDA NON-PROFIT CORPORATION

Central Florida YMCA Childcare Services, Inc.

Certificate of Status	0
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**Articles of Incorporation
of
Central Florida YMCA Childcare Services, Inc.**

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Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is Central Florida YMCA Childcare Services, Inc. (the "Corporation").

ARTICLE II.

Corporate Office; Mailing Address

The principal office and mailing address of the Corporation shall be located at 433 North Mills Avenue, Orlando, Florida 32803.

ARTICLE III.

Purposes

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1968, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §170(c)(3) of the Code; or (b) the contributions to which are deductible under §170(c)(2) of the Code.

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ARTICLE IV.

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any such successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private individual within the meaning of §501(c)(3) of the Code.

During the period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

- (1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.
- (2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.
- (3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.
- (4) The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4945(a) of the Code.

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ARTICLE VIII.

By Laws

The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

ARTICLE IX.

Registered Official Agent

The street address of the Corporation's initial registered office shall be 111 North Orange Avenue, Suite 1200, Orlando, FL 32801, and the name of the initial registered agent of the Corporation at such office shall be Ronald W. Sikes.

ARTICLE X.

Incorporator

The name and address of the incorporator of the Corporation is Ronald W. Sikes, 111 North Orange Avenue, Suite 1200, Orlando, FL 32801.

ARTICLE XI.

Amendments

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the ten voting members of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 27th day of February, 2003.


Ronald W. Sikes, Incorporator

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ACKNOWLEDGEMENT

State of Florida)
)SS.
County of Orange)

The foregoing instrument was acknowledged before me this 27th day of February, 2003 by **Ronald W. Sikes**, as incorporator, who is personally known to me.



Melissa Lambert
MY COMMISSION # CC889625 EXPIRES
January 8, 2004
BONDED THRU TROY FAWCETT INSURANCE, INC.

Melissa Lambert
NOTARY PUBLIC

My commission expires: 1-8-04

[NOTARIAL SEAL]

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **RONALD W. SIKES**, as registered agent appointed in accordance with the foregoing Articles of Incorporation of **Central Florida YMCA Childcare Services, Inc.**, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that he will comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

Ronald W. Sikes

Ronald W. Sikes, Registered Agent
February 27, 2003

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