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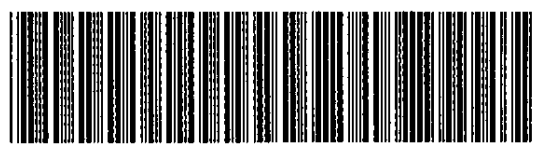
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DIVISION OF CORPORATIONS
13 JUL 15 PM 1:49

gr 7/19/13

COVER LETTER

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

SUBJECT: All About ABC's Learning Center, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Nicole Stacey
Name (Printed or typed)

1298 Drexel Road
Address

West Palm Beach, FL 33417
City, State & Zip

561-351-4684
Daytime Telephone number

nicolematlockj718@bellsouth.net
E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

All About ABC'S Learning Center, Inc.

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ARTICLES OF INCORPORATION

13 JUL 15 PM 1:50

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I **NAME**

The name of the corporation shall be:

All About ABC'S Learning Center, Inc.

ARTICLE II **PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1298 Drexel Road West Palm Beach, Florida 33417

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is:

Section 1 – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to: To provide tangible services to low-income individuals and families in impoverished communities that will include: Childcare services in a safe and conducive learning environment, tutoring, music, fine arts, crafts, educational and instructional classes, and after-school programs that they in return may live a life of sustainability.

Section 3 – To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

Section 4 – To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;

Section 5 – To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal,

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State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

Section 6 – To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;

Section 7 – To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

ARTICLE IV **Manner of Elections**

The manner in which the directors are elected or appointed:

Section 1 – The business of the organization shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2 – The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a minimum of term of 2 years. The completion of a 2 year term does not forfeit an officer or director from serving on the board for another term; terms are renewable.

Section 3 – The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

Section 4 – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 – Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

Section 6 – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

All About ABC'S Learning Center, Inc.

Section 7 – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8 – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Nicole Stacey	1298 Drexel Road West Palm Beach, FL 33417	President/CEO
Wanda Eley	3421 N. Australian Ave. West Palm Beach, FL 33407	Chief Operating Officer
Althea Stafford	123 Van Gogh Way Royal Palm Beach, FL 33435	Chairperson
Margie Jones Turner	2022 Boynton Bay Court, Boynton Beach, FL 33411	Board Member
Sophia Garrett	1343 13 th Street West Palm Beach, Florida 33401	Board Member
Carlos Stacey	660 West 34 th Street Riviera Beach, FL 33404	Board Member

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address**

Nicole Stacey
1298 Drexel Road, West Palm Beach, Florida 33417

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Nicole Stacey
1298 Drexel Road, West Palm Beach, Florida 33417

Article VIII MEETINGS

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – (a) Notice of all board meetings shall be given to each board member no less than two (2) days nor more than fourteen (14) days prior to the meeting.

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(b) Notice of special meetings of the Board of Directors shall be in writing, signed by the President or Secretary, and shall be delivered personally or sent to each Director by mail or electronic mail to the recipient's last known address or by facsimile transmission to such number provided to the Corporation by such Director at least three (2) days before the date designated for such meeting. All notices of special meeting shall state the time and place of meeting.

(c) In the event an emergency meeting is necessary notification can be provided via telephone which may consist voicemail or text.

Article IX **DUTIES OF DIRECTORS**

Section 1 – The Original Founder/President/Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. Supervise and control the affairs of the corporation and the activities of the officers. The duties shall perform all duties and matters to the office and others duties that may be required by law and the articles of incorporation. The position shall attend all meetings of the Board of Directors and be a voting member.
- b. The position of Original Founder/President/Executive Director is unique and carries a lifetime term at the discretion of the Original Founder/President/Executive Director.
- c. If the Founder/President/Executive Director is no longer in office due to resignation, illness, or death the subsequent President/Executive Director will not be subject to a lifetime term or seat on the Board of Directors as a voting member.
- d. If the Founder/President/Executive Director becomes ill or otherwise becomes unable to perform the duties of the office due to being terminated from the position, incapacitated or death, the Chief Operating Officer will be promoted to the position of President. Upon the said transition the newly appointed President's Position will then become a lifetime term.

Section 2 – The Chairperson shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairperson preside at the meetings of the Board of Directors in the absence of the Chairperson.

Section 4 – The Secretary or his or her designated agent shall:

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- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Founder/President/Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of
- c. All About ABC's Learning Center, Inc.
- d. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- e. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of All About ABC's Learning Center, Inc.
- f. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 – All Board of Directors shall complete a standard application for the organization primary management file.

Article X TERRITORY

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XI NON-STOCK CORPORATION

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XII LIMITATIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future

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federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIII REIMBURSEMENT OF EXPENSES

By resolution of the organization, the Directors and the Founder/President/Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XIV ROBERT RULES OF ORDER

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised in addition to the agenda line items the board of directors can implement (i.e. prayer).

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XV SALARIES

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XVI COMMITTEES

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

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Article XVII **VOTING**

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XVIII **STAFF**

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Founder/President/Executive Director for the cause of conducting pertinent business.

Article XIX **FINANCES**

Section 1 – The funding for this organization shall be established by the Board of Directors and the Founder/President/Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XX **LIABILITY**

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXI **CONFLICT OF INTEREST**

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

All About ABC'S Learning Center, Inc.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Directors. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XXII **DISTRIBUTION OF FUNDS UPON DISSOLUTION**

Upon the 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, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such

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organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

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Article XXIII Members

The corporation shall have no members

Article XXIV Bylaws

Bylaws, not inconsistent with law of these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

Article XXV AMENDMENTS

Section 1 - Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, accept the appointment as registered agent, and agree to act in this capacity

Signature/Registered Agent *Nicole Stacey* **Date** 7-10-13

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature/Incorporator *Nicole Stacey* **Date** 7-10-13