

R'Club

N96000001540

CREATIVITY IN CHILD CARE, INC
NOT FOR PROFIT FOUNDATION

JONI BARTOLOTTA
PRESIDENT

W. DAVID BRADSHAW
EXECUTIVE DIRECTOR

4910 D. CHERSIDE DRIVE
SEASIDE WATERS • FLORIDA 32620
813-572-1060 • 1-800-441-0447
FAX 813-572-4891

February 16, 1996

Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

To whom it may concern:

Enclosed, please find one original and one copy of the Articles of Incorporation for Friends of R'Club and a check in the amount of \$122.50 for filing fees and a certified copy of the enclosed articles.

Thank you,



Kevin Hagan
Executive Assistant

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Encl.:

95 MAR 20 AM 9:49
FILED
SEC. TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1996

KEVIN HAGAN
4910-D CREEKSIDE DRIVE
CLEARWATER, FL 34620

SUBJECT: FRIENDS OF R'CLUB, INC.
Ref. Number: W96000004692

We have received your document for FRIENDS OF R'CLUB, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00009222

ARTICLES OF INCORPORATION

OF

FRIENDS OF R'CLUB, INC.

We, the undersigned, are citizens of the United States, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and do hereby certify that:

ARTICLE I

NAME

The name of this corporation shall be Friends of R'Club, Inc.

ARTICLE II

The general purposes and objects for which this corporation is formed and for which it shall be operated are as follows:

(1) To operate exclusively for educational and charitable purposes as described in Section 501 (C) (3) of the Internal Revenue Code of 1954 as amended; specifically, to support through volunteer activities, fund raising and increased community awareness the efforts of Creativity in ChildCare, Inc., d.b.a. R'Club or R'Club, Jr., to enrich the lives of children and families.

(2) To engage in any lawful activities incidental to the foregoing purposes.

ARTICLE III

POWER

The corporation is to have the power to do any and all things necessary or expedient for carrying out the objects and purposes set forth in ARTICLE II hereof and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporation of similar character under the law of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

LIMITATION OF POWER

The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (C) (3) of the Internal Revenue Code of 1954 as amended or (2) as a corporation contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 as amended.

ARTICLE V

USE OF NET EARNINGS

All net earnings, if any, received from the conduct of the association is to be used for the educational and charitable purposes and lawful incidental activities set forth in ARTICLE II. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 in ARTICLE II hereof.

ARTICLE VI

LIMITATION ON ACTIVITIES

No part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

ARTICLE VII

QUALIFICATIONS OF MEMBERS AND ADMISSION TO MEMBERSHIP

Membership shall be open to those individuals, agencies and organizations interested in the stated purposes of the corporation and who pay the annual membership fee as provided for in the By-Laws.

ARTICLE VIII

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, distribute all assets of the corporation to Creativity in ChildCare, Inc., or its successor, providing that said organization or organizations are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (C) (3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine.

ARTICLE IX

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved by the Board of Directors.

ARTICLE X

NAME OF SUBSCRIBERS

The name and addresses of those subscribing to these Articles are as follows:

NAMES

Deborah Dietrich

David Braughton

ADDRESSES

12908 124th Avenue North
Largo, FL 34644-3503

7957 Idlewild Lane

RaNae Martz

Seminole, FL 34647
10271 36th Street
Clearwater, FL 34622

Diana Dill

8320 58th Street N
Pinellas Park, FL 34665

ARTICLE XI

OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer and until their successors are elected and qualified, the officers shall be as follows:

Deborah Dietrich
David Braughton
RaNaee Martz
Diana Dill

President
Vice President
Secretary
Treasurer

The first election of officers shall be on the second Monday in the month of May, 1977.

ARTICLE XII

BOARD OF DIRECTORS

The first Board of Directors shall consist of four (4) persons. The following person shall serve as Directors of the corporation until the first election thereof:

NAMES

ADDRESSES

Deborah Dietrich

12908 124th Avenue North
Largo, FL 34644-3503

David Braughton

7957 Idlewild Lane
Seminole, FL 34647

RaNae Martz

10271 36th Street
Clearwater, FL 34622

Diana Dill

8320 58th Street N
Pinellas Park, FL 34665

ARTICLE XIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and By-Laws of the corporation will be made, altered, amended or rescinded by the two-thirds (2/3) vote of the members present and voting at any meeting, provided written notice of the proposed change is provided to each member at least ten (10) days in advance or the proposed change is read in full at the regular meeting first proceeding the meeting at which the vote is to be taken. Amendments to the Articles of Incorporation may be proposed and adopted in the same manner provided such amendments are approved by the Secretary of State.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is to be located at 4910-D Creekside Drive, Clearwater, Florida 34620.

ARTICLE XV

INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interest of the corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

WITNESS the hands and seals of the subscribers in Pinellas County and State of Florida, this 25th day of January, 1996. *ms*

NAMES

ADDRESSES

Deborah Dietrich

Deborah Dietrich

12908 124th Avenue North
Largo, FL 34644-3503

David Braughton

David Braughton

7957 Idlowild Lane
Seminole, FL 34647

RaNae Martz

RaNae Martz

10271 36th Street
Clearwater, FL 34633

Diana Dill

Diana Dill

8320 58th Street North
Pinellas Park, FL 34665

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DEBORAH DIETRICH, DAVID BRAUGHTON, RANAE MARTZ and DIANA DILL to me well known to be the subscribers to the foregoing Articles of Incorporation of Friends of R'Club, Inc., who, being by me, first duly sworn, acknowledge that they signed the same for the purposes therein set forth.

WITNESS my hand and seal at Pinellas, Florida, this 25th day of January, 1996. *ms*

Sonia M. Seabol

Notary Public State of Florida

My commission expires:



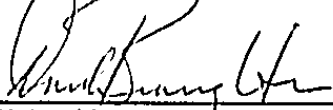
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95 APR 20 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designation of Registered Office and Registered Agent

The registered office of Friends of R'Club shall be 4910-D Creekside Drive, Clearwater
FL 34620. The registered agent shall be W. David Braughton.

Acceptance by Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for said corporation.



W. David Braughton

3/14/96
Date