

N98000000027

JAMES B. LOPER
ATTORNEY AT LAW

OLD HYDE PARK
704 WEST BAY STREET
SUITE 2
TAMPA, FLORIDA 33606-2706
PHONE (813) 253-0577
FAX (813) 253-2562

PERSONAL INJURY AND
WRONGFUL DEATH
TRIAL PRACTICE - GENERAL
LABOR AND EMPLOYMENT LAW

November 7, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002342831--0
-11/10/97--01099--017
****122.50 ****122.50

Re: Incorporation of Lake Magdalene United Methodist Church, Inc. Early
Childhood Center, a corporation not for profit

Dear Clerk:

Transmitted herewith are the following:

1. Original and one (1) copy of Articles of Incorporation for Lake Magdalene United Methodist Church, Inc. Early Childhood Center.
2. Original and one (1) copy of Certificate of Designation Registered Agent/Registered Office.
3. Self-addressed, stamped envelope for returning a certified copy of the Articles of Incorporation.
4. Check in the amount of \$122.50, for:
 - a. Filing Articles of Incorporation -- \$35.00
 - b. Filing Certificate of Designation Registered Agent/Registered Office -- \$35.00.
 - c. Obtaining a certified copy of the Articles of Incorporation -- \$52.50.

FILED
98 JAN - 6 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1997-26459~~

Dme
11/18/97

543

James Loper gave
auth by phone to
Correct the RA address
in Art. XIV.

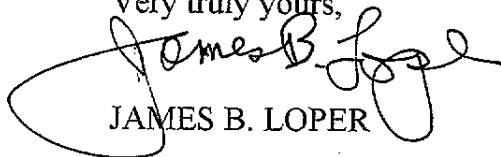
11-98

Department of State
November 7, 1997
Page 2

Please return a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope to the undersigned.

If you have any questions or directions concerning this matter, or wish to discuss it with me further, please feel free to call upon me.

Very truly yours,

A handwritten signature in black ink, appearing to read "James B. Loper". The signature is written in a cursive style with a large, sweeping initial "J".

JAMES B. LOPER

JBL/dj
Enclosures

cc: Jack Huss (w/encls.)
James Gould (w/encls.)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

JAMES B. LOPER
ATTORNEY AT LAW
704 WEST BAY STREET SUITE 2
TAMPA, FL 33606-2706

SUBJECT: LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY
CHILDHOOD CENTER
Ref. Number: W97000026434

We have received your document for LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY CHILDHOOD CENTER and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 597A00056125

JAMES B. LOPER

ATTORNEY AT LAW

OLD HYDE PARK
704 WEST BAY STREET
SUITE 2
TAMPA, FLORIDA 33606-2706
PHONE (813) 253-0577
FAX (813) 253-2562

PERSONAL INJURY AND
WRONGFUL DEATH
TRIAL PRACTICE - GENERAL
LABOR AND EMPLOYMENT LAW

January 2, 1998

Doris McDuffie
Corporate Specialist Supervisor
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

Re: Lake Magdalene United Methodist Church, Inc. Early Childhood Center
Ref. Number: W97000026434

Dear Ms. McDuffie:

Pursuant to your letter of November 24, 1997, transmitted herewith are the following:

1. Copy of your letter dated November 24, 1997.
2. Original and one (1) copy of Articles of Incorporation for Lake Magdalene United Methodist Church, Inc. Early Childhood Center (revised pursuant to Section 617.0802, Florida Statutes).
3. Original and one (1) copy of Certificate of Designation Registered Agent/Registered Office.

If you have any questions or directions concerning this matter, or wish to discuss it with me further, please feel free to call upon me.

Very truly yours,


JAMES B. LOPER

JBL/dj

cc: Pat Sproles (w/encls.)
Jack Huss (w/encls.)

**ARTICLES OF INCORPORATION
FOR
LAKE MAGDALENE UNITED METHODIST CHURCH, INC.
EARLY CHILDHOOD CENTER**

FILED
98 JAN -6 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be LAKE MAGDALENE UNITED METHODIST CHURCH, INC. EARLY CHILDHOOD CENTER.

ARTICLE II. REGISTERED OFFICE ADDRESS

The principal place of business and mailing address of this corporation shall be 2902 Fletcher Avenue West, Tampa, Florida 33618.

ARTICLE III. PURPOSES

Section 1. The specific purposes of this corporation shall be to operate a church-related school and kindergarten facility on the premises belonging to and under the direction of Lake Magdalene United Methodist Church, Inc., and to provide a high-quality age-appropriate education to the whole child in a Christian environment.

Section 2. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV. DIRECTORS

There shall be twelve (12) directors of this corporation who shall be natural persons who are eighteen (18) years of age or older. The names and addresses of the individuals who are to serve as the initial directors are as follows:

1. Liliias (Pat) Sproles, 2519 Krueger Lane, Tampa, FL 33618
2. Charles Lever, 12721 N. Paddock Ave., Tampa, FL 33618
3. Karen Halverson, 13318 N. Lincoln Ave., Tampa, FL 33618
4. Debbie Opp, 10002 Princess Palm Ave., Tampa, FL 33619
5. Merry Perry, 12608 Trucious Pl, Tampa, FL 33625
6. Virginia Urbanek, 11105 Carrollwood Dr., Tampa, FL 33618
7. Stacey Antolik, 2732 Lakeville Dr., Tampa, FL 33618
8. Patty Harvey, 14515, Thornfield Ct., Tampa, FL 33624
9. Tina Specht, 13813 Cypress Village Circle, Tampa, FL 33624
10. Rachel Lever, 4239 Forester Lane, FL 33624
11. Al Flynn, 17921 Holly Brook, Tampa, FL 33647
12. Jim Yost, 12021 Orange Grove Dr., Tampa, FL 33618

ARTICLE V. MANNER OF ELECTION OF DIRECTORS

The directors shall be natural persons who are eighteen (18) years of age or older who hold the following positions:

1. Early Childhood Center Director
2. Senior Pastor of Lake Magdalene United Methodist Church
3. Early Childhood Center Child Care Coordinator
4. Early Childhood Center Teacher Representative
5. Member at large with child in or have had child in Early Childhood Center
6. Member at large with child in or have had child in Early Childhood Center
7. Member at large with child in or have had child in Early Childhood Center
8. Member at large with child in or have had child in Early Childhood Center
9. Member at large with child in or have had child in Early Childhood Center
10. Director of Christian Education at Lake Magdalene United Methodist Church
11. Chairman of the Finance Committee Lake Magdalene United Methodist Church
12. Chairman of the Trustees Lake Magdalene United Methodist Church

The Early Childhood Center Teacher Representative shall be elected annually by the teachers of the Early Childhood Center. The Finance Chairman and the Trustees' Chairman shall be elected annually by the Charge Conference of Lake Magdalene United Methodist Church. The Senior Pastor, Early Childhood Center Child Care Coordinator, and Director of Christian Education shall serve by nature of their professional relationship in their respective positions. Recommendations for Members at large of the Early Childhood Center shall be made annually by the Early Childhood Center Child Care Coordinator. Nominees will be nominated by the Nominations and Personnel Committee of Lake Magdalene United Methodist Church and elected by the Charge Conference of Lake Magdalene United Methodist Church.

Members at large shall serve 3 consecutive one year terms beginning July 1 and ending on June 30.

Of the five (5) members at large, two (2) shall serve an initial term of one (1) year, two (2) shall serve an initial term of two (2) years, and one (1) shall serve an initial term of three (3) years.

ARTICLE VI. OFFICERS

This corporation shall have a President, Vice President, Secretary, and Treasurer whose duties will be stated in Florida Statutes 617.0840 and 617.0841, and bylaws of the corporation.

Said officers shall be elected and appointed at an annual meeting of the Board of Directors of the Early Childhood Center.

ARTICLE VII. LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VIII. ASSETS AND EARNINGS

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, or to any other organization, 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 III hereof.

ARTICLE IX. BYLAWS

The Board of Directors of the corporation shall adopt such bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE X. DISTRIBUTIONS UPON LIQUIDATION OR DISSOLUTION

Upon dissolution of the corporation or upon a liquidation of its assets, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to Lake Magdalene United Methodist Church, Inc. In the event it no longer exists, then to the Florida Methodist Conference. If no such organization exists, then, at the discretion of Directors, the funds shall be distributed to an organization or corporation that qualifies under Section 501(c)(3) of the Internal Revenue Code of 1954, as it now exists or as it may be amended in the future.

ARTICLE XI. PROHIBITED ACTIVITIES

The corporation:

- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Directors, Officers, or Members of the corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code), or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) to the extent the corporation is or may become a private foundation, within the meaning of Section 509 of the Code, the corporation shall not fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(f) to the extent the corporation is or may become a private foundation, within the meaning of Section 509 of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(g) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not retain any excess business holding as defined in Section 4943(c) of the Code;

(h) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or

(i) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

These articles of incorporation may only be amended at the initiation of the Lake Magdalene United Methodist Church, Inc., Early Childhood Center Board of Directors. The proposed amendment(s) must then receive the approval of the Lake Magdalene United Methodist Church, Inc., Early Childhood Center Board of Directors and approval by a majority vote at the Charge Conference of Lake Magdalene United Methodist Church, Inc. The Charge Conference is to be held immediately before or after a scheduled meeting of the Administrative Board of Lake Magdalene United Methodist Church, Inc.

ARTICLE XIII. COMMENCEMENT AND DURATION

This corporation shall commence to exist as of the date of filing of these Articles of Incorporation with the Secretary of State's Office, and shall exist perpetually thereafter until dissolved.

ARTICLE XIV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Liliias (Pat) Sproles, 2902 Fletcher Avenue West, Tampa, Florida 33618.

ARTICLE XV. INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

- 1. Jack Huss, 812 Taray De Avila, Tampa Florida 33613

The undersigned incorporator has executed these Articles of Incorporation this 30th day of December, 1997.

Jack Huss

JACK HUSS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this day personally appeared before me, the undersigned authority, JACK HUSS, who (is personally known to me) or (who has produced a driver's license issued by the State of Florida, License No. _____; non-driver's ID issued by the State of _____, and who took an oath and acknowledged the foregoing instrument.

SWORN to and SUBSCRIBED before me, this 30th day of December, 1997.

James B Loper

Notary Public
State of Florida At Large

OFFICIAL NOTARY SEAL
JAMES B LOPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC349042
MY COMMISSION EXP. MAR. 14, 1998

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 JAN -6 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Lake Magdalene United Methodist Church, Inc. Early Childhood Center.

2. The name and address of the registered agent and office is:

Lilias (Pat) Sproles
2902 Fletcher Avenue West
Tampa, Florida 33618

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


LILIAS (PAT)SPROLES

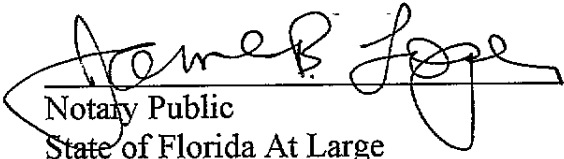
Date: 12-31, 1997

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

LILIAS

On this day personally appeared before me, the undersigned authority, (PAT)
SPROLES, who (is personally known to me) or (who has produced a driver's license issued
by the State of Florida, License No. _____; non-driver's ID issued by the
State of _____, and who took an oath and acknowledged the foregoing
instrument.

SWORN to and SUBSCRIBED before me, this 31st day of December, 1997.


Notary Public
State of Florida At Large

OFFICIAL NOTARY SEAL
JAMES B LOPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC349042
MY COMMISSION EXP. MAR. 14, 1998