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99 AUG 23 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 350589 7152086  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : August 23, 1999  
ORDER TIME : 3:31 PM  
ORDER NO. : 350589-005  
CUSTOMER NO: 7152086

CUSTOMER: Ms. Cynthia M. Nichols  
PAUL M. GUNTARP, JR., P.A.  
PAUL M. GUNTARP, JR., P.A.  
Suite 6  
185 Cypress Point Parkway  
Palm Coast, FL 32137

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-08/24/99--01001--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: FUNDAMENTAL CHILD CARE OF  
PALM COAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

RECEIVED  
99 AUG 23 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PN 8/24/99 ✓

FILED  
99 AUG 23 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**Fundamental Child Care of Palm Coast, Inc.**

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**Fundamental Child Care of Palm Coast, Inc.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate a child care center; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any

other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V. ADDRESS**

The street address of the initial principal office of this corporation in the State of Florida is 20 N. Orange Avenue, Suite 1400, Orlando, Florida 32801. The mailing address of the initial principal office of this corporation is 20 N. Orange Avenue, Suite 1400, Orlando, Florida 32801. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### **ARTICLE VI. DIRECTORS**

The corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### **ARTICLE VII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Mark Mistie	20 N. Orange Ave., Suite 1400 Orlando, FL 32801

Patricia K. Spath	4892 Palm Coast Parkway, Ste. C Palm Coast, FL 32137
Diane Bouke	4892 Palm Coast Parkway, Ste. C Palm Coast, FL 32137
Kathe Mesete	24 Cimmaron Drive Palm Coast, FL 32137
Anthony Mineo	24 Cimmaron Drive Palm Coast, FL 32137

#### **ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Mark Mistie	20 N. Orange Avenue, Suite 1400 Orlando, FL 32801

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE X. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Mark Mistie, 20 N. Orange Avenue, Suite 1400, Orlando, FL 32801, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

  
\_\_\_\_\_  
MARK MISTIE

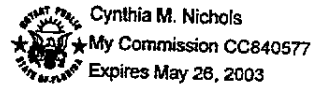
STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Mark

Mistie, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant produced A Fl. drivers license as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this \_\_\_ day of August, 1999.

Cynthia M. Nichols  
Notary Public  
My commission expires:



FILED

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

99 AUG 23 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: FUNDAMENTAL CHILD CARE OF PALM COAST, INC., DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 20 N. ORANGE AVENUE, SUITE  
1400, ORLANDO, FL 32801, HAS NAMED MARK MISTIE, 20 N. ORANGE AVENUE,  
SUITE 1400, ORLANDO, STATE OF FLORIDA, 32801 AS ITS REGISTERED AGENT  
AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
MARK MISTIE

DATE: AUGUST \_\_\_\_, 1999

HAVING BEEN NAMED 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 FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
MARK MISTIE  
REGISTERED AGENT  
DATE: AUGUST \_\_\_\_, 1999