

702284

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BASIC AMENDMENT

SPIRIT OF CHRIST CHILD DEVELOPMENT CENTER, INC.

Certificate of Status	0
Certified Copy	0
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AC + AMEND
09/25/02



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 24, 2002

SPIRIT OF CHRIST CHILD DEVELOPMENT CENTER, INC.
18801 W. DIXIE HIGHWAY
MIAMI, FL 33180

SUBJECT: SPIRIT OF CHRIST CHILD DEVELOPMENT CENTER, INC.
REF: 702284

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE DATE OF INCORPORATION IN THE FIRST SENTENCE. IT SHOULD READ 11/23/1955.

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Karen Gibson
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FAX Aud. #: H02000202776
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
SPIRIT OF CHRIST CHILD DEVELOPMENT CENTER, INC.

FILED
02 SEP 25 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles Of Incorporation of Spirit Of Christ Child Development Center, Inc., a Florida Not-for-profit corporation (the "Corporation"), originally filed with the Department of State on November 23, 1955, under document number 702284, be and they are hereby amended as shown below:

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is **SPIRIT OF CHRIST CHILD DEVELOPMENT CENTER & ACADEMY, INC.** (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The specific purposes for which the Corporation is organized are to foster and administer social and educational services as outlined in the bylaws of the corporation and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Prepared By:
Ingrid Bachelor CPA
License No. AC-0032360.
10235 W Sample Rd. Suite 205
Coral Springs, FL 33065
Telephone: 954-752-2738

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

Regina T. Lamb	9331 SW 7 th Avenue Pembroke Pine, Florida 33025
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Cecil Lamb	9331 SW 7 th Avenue Pembroke Pine, Florida 33025
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LaJuana Honer	2200 NE 173 rd Street, #2 North Miami Beach, FL 33180
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Betty Negron	5008 SW 168 th Avenue, Miramar, Florida 33027
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Venus Randolph	505 NW 177 th Street, Apt 216 Miami, Florida 33169
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Delphine McLeroy	2109 NW 56 th Street Miami, Florida 33142
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ARTICLE VII

ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

18801 West Dixie Highway
North Miami Beach, Florida 33180

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Regina T. Lamb	18801 West Dixie Highway North Miami Beach, Florida 33180

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

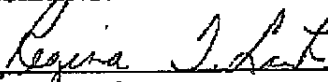
ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

The foregoing amendment was approved by a Consent Action by the membership of this Corporation dated the 14th day of September 2002, which membership consists of the Board Of Directors of the Corporation serving from time to time. The number of votes cast by the membership in favor of the foregoing amendment was sufficient to approve the forgoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this corporation has executed these Articles of Amendment on this 24 day of September, 2002

PRESIDENT:



Regina T. Lamb

402000202776

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

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Spirit Of Christ Child Development Center & Academy, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 18801 West Dixie Highway, North Miami Beach, Florida 33180, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: 09-24-02

Regina T. Lamb
Regina T. Lamb

402000202776