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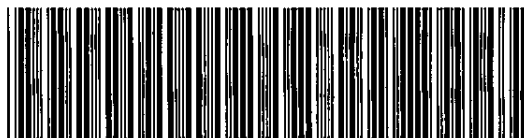
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A T T O R N E Y S   A T   L A W

ORLANDO • OCALA

**ALEXANDER J. OMBRES**

**E-MAIL ADDRESS**

aombres@mateerharbert.com

**DIRECT LINE**

**(407) 425-9044**

November 20, 2014

**VIA FEDERAL EXPRESS**

Amendment Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

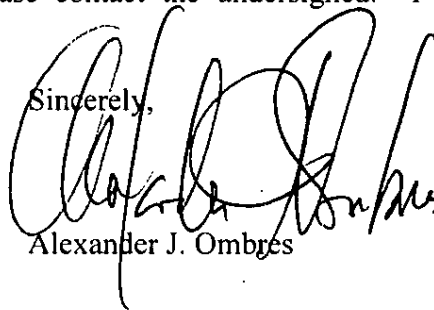
Re: Winter Park Day Nursery, Inc. - Document Number: 709065 - Amendment & Restatement of Articles of Incorporation

Dear Sir/Madam:

On behalf of Winter Park Day Nursery, Inc. I enclose herewith the Amendment & Restatement of the Articles of Incorporation of said non-profit corporation effective November 19, 2014. I also enclose our firm's check in the amount of \$43.75 representing the filing fee of \$35.00 and the cost of a certified copy of \$8.75 (additional copy enclosed).

Should you have any questions, please contact the undersigned. I appreciate your assistance in this regard.

Sincerely,



Alexander J. Ombres

AJO:lad

Enclosures

Cc: Larry J. Herring

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**AMENDMENT & RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
WINTER PARK DAY NURSERY, INCORPORATED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DOCUMENT NUMBER: 709065**

Pursuant to the provisions of section 617.1007, Florida Statutes, **WINTER PARK DAY NURSERY, INCORPORATED**, adopts the following amendment to and restates the Articles of Incorporation in its entirety to read as follows:

**ARTICLE 1 - NAME AND STREET ADDRESS**

The name of the Corporation is **WINTER PARK DAY NURSERY, INC.** (the "Corporation"). The street and mailing address of its principal office is 741 S. Pennsylvania Ave., Winter Park, Florida 32789.

**ARTICLE 2 - DURATION and MEMBERS**

The period of its duration is perpetual. The Corporation shall not have members.

**ARTICLE 3 - PURPOSES**

**3.1** The Corporation is organized and shall operate exclusively as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The mission and purpose of the organization is to provide a secure, nurturing and educational environment that is affordable and supports family diversity. The primary purpose of the organization is to provide care of children away from home so that the individuals responsible for such children can be gainfully employed and such child care services are available to the general public. The vision of the organization is to build a stronger community by providing high-quality, affordable early childhood education that will prepare our children to succeed in school and life.

**3.2** The Corporation shall have all powers granted Corporations not for profit under the laws of the State of Florida. However, 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 the subsection of Section 501(c)(3) of the Internal Revenue Code of 1986 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

#### **ARTICLE 4 - PROHIBITED ACTIVITY**

Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or private individual. No substantial part of the activities of the Corporation shall be devoted to the carrying-on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have or issue shares of stock and shall not make any disbursement of income to its directors or officers; provided, that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 3.

#### **ARTICLE 5 - BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

#### **ARTICLE 6 - DISTRIBUTIONS UPON DISSOLUTION**

No director, trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment of all the liabilities, all remaining assets of the Corporation shall be distributed by the Board of Directors to a not for profit fund, foundation, or Corporation which is organized and duly operated for tax-exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Circuit Court of Orange County, Florida, for the purposes set forth in Article 3 of these Articles or to such organization or organizations as the Circuit Court of Orange County shall determine to be organized and operated for similar purposes.

#### **ARTICLE 7 - REGISTERED AGENT**

The address of the registered office of the Corporation is 741 South Pennsylvania Avenue, Winter Park, Florida 32789, and its registered agent at such address shall be the Executive Director of the Winter Park Day Nursery, Incorporated.

## **ARTICLE 8 - DIRECTORS**

The Directors of the Corporation shall have all the powers conferred by the Florida Not for Profit Corporation Act, which powers are not inconsistent with the purposes of the Corporation. The method of appointing directors shall be as provided for in the Bylaws. The Corporation shall always have a minimum of three (3) Directors.

## **ARTICLE 9 - LIMITATION OF DIRECTOR LIABILITY**

**9.1** Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article as may be amended from time to time), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director: (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director; or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

**9.2** No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

## **ARTICLE 10 - INDEMNIFICATION**

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

## **ARTICLE 11 - GENERAL PROVISIONS**

**11.1 Amendment.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles in any manner now or hereafter prescribed by statute. All rights of the directors and officers of the Corporation are granted subject to this reservation.

**11.2 Savings Clause; Governing Law.** These Articles shall be governed by the laws of the State of Florida. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of these Articles. However, in any conflict with Section 501(c) (3), 509(a) (1) or (2) of the Code and the Regulations thereunder, those Code Sections and Regulations shall govern.

The undersigned, for purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts therein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below.

  
KATHLEEN JEZIERSKI,  
Chair of the Board

Dated: November 19, 2014

  
NICOLE FINEGAN,  
Secretary of the Corporation

Dated: November 19, 2014

CERTIFICATE OF  
AMENDMENT AND RESTATEMENT  
WINTER PARK DAY NURSERY, INCORPORATED.

The undersigned Directors of WINTER PARK DAY NURSERY, INCORPORATED, a Florida not for profit corporation, (the "Corporation") do hereby certify and attest that by Action by Written Consent, the Board of Directors of the Corporation unanimously voted and consented to amend and restate the Articles of Incorporation of WINTER PARK DAY NURSERY, INCORPORATED, as set forth in the Amended and Restated Articles of Incorporation as of November 19, 2014,

Dated: November 19, 2014.

  
KATHLEEN JEZIERSKI,  
Chair of the Board of Directors

  
NICOLE FINEGAN,  
Secretary of the Board of Directors