

723653

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05 DEC 15 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FOR
12/19/05*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Early Education and Care, Inc.

DOCUMENT NUMBER: 723653

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cecilia Redding Boyd
(Name of Contact Person)

Cecilia Redding Boyd, P.A.
(Firm/ Company)

P.O. Box 69
(Address)

Panama City FL 32402
(City/ State and Zip Code)

For further information concerning this matter, please call:

Cecilia Boyd at (850) 872-8514
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee & Certificate of Status & Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 4, 2005

CECILIA REDDING BOYD
PO BOX 69
PANAMA CITY, FL 32402

SUBJECT: EARLY EDUCATION AND CARE, INC.
Ref. Number: 723653

We have received your document for EARLY EDUCATION AND CARE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

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 (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 205A00060183

RECEIVED
05 DEC 15 AM 8:00
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR EARLY EDUCATION AND CARE, INC.**

A Florida Not-For-Profit Corporation

05 DEC 15 AM 8:01

The Articles of Incorporation for Early Education and Care, Inc. are hereby amended and restated to read as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE: NAME

The name of the corporation shall be Early Education and Care, Inc.

ARTICLE TWO: HEADQUARTERS

The principal place of business and mailing address for the corporation shall be 450 Jenks Avenue, Panama City, Florida.

ARTICLE THREE: PURPOSE

The purpose of the corporation is to establish and maintain an integrated and quality seamless service delivery system for all publicly funded early care and education programs serving children, prioritizing birth through five-year-olds. The purposes for which this corporation is organized are exclusively educational and charitable. The purposes of this corporation may be expanded from time to time as may be deemed appropriate by the Board of Directors as long as the purposes shall remain consistent with the educational and charitable purposes of the corporation. The corporation shall not carry on any activities which would cause the corporation to lose its status as a tax-exempt 501(c)(3) corporation under federal tax laws.

ARTICLE FOUR: MANNER OF ELECTION

The Board of Directors shall be elected as provided for in the corporation's By-Laws.

ARTICLE FIVE: DIRECTORS

Immediately upon adoption of this Amended and Restated Articles of Incorporation, the directors of the corporation shall be:

Keith Bonner
Jay Hall
Clint Mayo

Reatha Threatt
Elizabeth J. Walters

ARTICLE SIX: OFFICERS

Keith Bonner shall serve as acting chair of the corporation until such time as a chair is selected in accordance with the by-laws.

ARTICLE SEVEN: REGISTERED AGENT

The registered agent for the corporation is Mona Johnson, 450 Jenks Avenue, Panama City, Florida 32401.

ARTICLE EIGHT: CORPORATE HISTORY

The corporation has experienced several name changes and a merger. The former names of the corporation include Bay County Day Care Center, Incorporated, Bay County 4 C Council, Inc., and Early Childhood Services, Inc. Corporations which were previously merged into this surviving corporation include the Bay County School Readiness Coalition, the Calhoun County School Readiness Coalition and the Gulf County School Readiness Coalition. In 2005, this corporation spun off and incorporated Early Learning Coalition of Northwest Florida, Inc. for the purpose of divesting this corporation of the statutorily created school readiness coalitions, their responsibilities, liabilities and assets.

ARTICLE NINE: DURATION

This corporation is to exist perpetually.

ARTICLE TEN: BY-LAWS OF CORPORATION

The By-Laws of the Corporation may be made, altered, rescinded or changed by the Board of Directors in accordance with the requirements of the By-Laws.

ARTICLE ELEVEN: RESCISSION

The amended and restated articles of incorporation adopted August 1, 2005 are hereby rescinded and replaced in their entirety by this document.

ARTICLE TWELVE: EFFECTIVE DATE

The effective date for the articles of incorporation shall be September 19, 2005. The articles of incorporation shall be filed with the Secretary of State within five business days of adoption.

ARTICLE THIRTEEN: AMENDMENT TO ARTICLES

Amendments to the Articles of Incorporation may be adopted by the Board of Directors at a meeting with a quorum present upon a majority vote of those present.

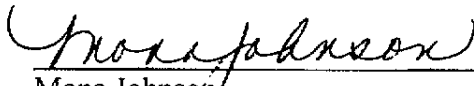
ARTICLE FOURTEEN: NO MEMBERS ENTITLED TO VOTE

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.



RETHA THREATT, CHAIRMAN
EARLY EDUCATION AND CARE, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT


Mona Johnson