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page 1

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAMILY CENTRAL CHILD CARE CENTERS, INC.

A Florida Not-For-Profit Corporation

In compliance with Chapter 617, F.S., (Not for Profit)

These Amended and Restated Articles of Incorporation were approved and adopted by the by the affirmative vote of a majority of the voting members of the Board of Directors of the Corporation and the sole member of the Corporation on January 17, 2019 and January 16, 2019, respectively.

ARTICLE I

Name

The name of the Corporation shall be: FAMILY CENTRAL CHILD CARE CENTERS, INC.

ARTICLE II  
Principal Office

The street and mailing address of the principal office of the Corporation is 1415 W. Cypress Creek Road, Suite 103, Fort Lauderdale, Florida 33309.

ARTICLE III  
Purpose

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a), of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be to:

1. provide early childhood and/or preschool programming for children;
2. provide training and educational supports to early childhood educators, families, and agencies that support families and children; and
3. provide International Association of Continuing Education CEUs to early childhood educators and childcare professionals including the certification requirements for Childcare Director Certification.

#### ARTICLE IV

##### Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation. Such powers shall include, but not be limited to, the power to sue and be sued, to contract and be contracted with, and to acquire, purchase, hold, lease, sell, mortgage and convey such real and personal property as the Board may deem proper or expedient to carry out the purposes of the Corporation.

#### ARTICLE V

##### Membership

The Corporation shall be organized as a nonstock, membership corporation. Kids In Distress, Inc., a Florida not-for-profit corporation shall be the sole member of the Corporation.

#### ARTICLE VI

##### Term

The term of the Corporation shall be perpetual.

#### ARTICLE VII

##### Directors; Manner of Election

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express

provisions of these Amended and Restated Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

## ARTICLE VIII

### Indemnification

(a) The Corporation shall and does hereby indemnify any person who is or was a director or officer of the Corporation or any subsidiary against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including any action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection (a) on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

(b) The Corporation may, to the extent that the Board of Directors deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was an employee or agent of this Corporation or any subsidiary or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection (b) on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

(c) The Corporation may, to the extent that the Board of Directors deems appropriate, make advances of expenses, including attorneys' fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) to any person to whom indemnification is or may be available under this Article; provided, however, that prior to making any advances, the Corporation shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

(d) The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a person to whom indemnification is or may be otherwise available under these Articles of Incorporation, the Bylaws or any agreement, vote of shareholders or disinterested directors or otherwise, may be entitled. The Corporation is authorized to purchase and maintain insurance on behalf of the Corporation or any person to whom indemnification is or may be available against any liability asserted against such person

in, or arising out of, such person's status as director, officer, employee or agent of the Corporation, any of its subsidiaries or another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) which such person is serving at the request of the Corporation.

(c) Each person to whom indemnification is granted under subsection (a) of this Article is entitled to rely upon the indemnification and other rights granted hereby as a contract with this Corporation and such person and such person's legal representatives, heirs, executors, administrators and estate shall be entitled to enforce against this Corporation all indemnification and other rights granted to such person by subsections (a) and (c) and this subsection (e) of this Article. The indemnification and other rights granted by subsections (a) and (c) and this subsection (e) of this Article shall survive amendment, modification or repeal of this Article, and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expenses, judgments, fines and amounts paid in settlement incurred by a person to whom indemnification is granted under subsection (a) of this Article with respect to an action, suit, proceeding or claim that arises out of acts or omissions of such person that occurred prior to the effective date of such amendment, modification or repeal.

(f) Any indemnification granted by the Board of Directors pursuant to subsection (b) of this Article, shall inure to the person to whom the indemnification is granted, and such person's legal representatives, heirs, executors, administrators and estate; provided, however, that such indemnification may be changed, modified or repealed, at any time or from time to time at the discretion of the Board of Directors and the survival of such indemnification shall be in accordance with terms determined by the Board of Directors.

(g) For the purposes of this Article, "subsidiary" shall mean any corporation, partnership, joint venture, trust or other enterprise of which a majority of the equity or ownership interest is directly or indirectly owned by the Corporation.

#### ARTICLE IX Amendments

Amendments to these Articles of Incorporation may be made and adopted only by the sole member. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Department of State and all filing fees paid.

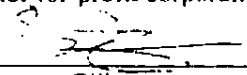
#### ARTICLE X

##### Registered Agent and Registered Office

The street address of the Registered Office of the Corporation is 819 NE 26th Street, Wilton Manors, Florida 33305, and the name of the Registered Agent at such address is Kids In Distress, Inc., a Florida not-for-profit corporation.

*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.*

KIDS IN DISTRESS, INC.,  
a Florida not-for-profit corporation

By:  \_\_\_\_\_

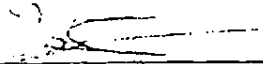
Date: 1/18/19

Name: Shannon Gilbert

Title: Chairperson

[Signature to Follow]

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 18th day of January, 2019.

  
\_\_\_\_\_  
Shannon Gilbert, Chairperson