

N00000004340

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000034665 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
00 JUN 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

MI CASITA DAYCARE II, INC.

My Little house Day Care II, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

TSMITH JUN 29 2000

©
H00000034665

Articles of Incorporation of
Mi Casita Daycare II, Inc.

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

ARTICLE ONE
Name and principal office

The name of the corporation is Mi Casita Daycare II, Inc.
The principal office will be located at

3501 West Flagler Street
Miami, Florida 33125

ARTICLE TWO
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE
Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR
Purposes

Section 4.01. The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501(c)(3).

Prepared By: Cordero CPA P.A.
Alfonso Cordero
8025 NW 36 Street Ste. 302
Miami, Florida 33166
(305) 599-4111

H00000034665

FILED
00 JUN 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000034665

Section 4.02. Notwithstanding any other provision of these articles of incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any 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, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- b. 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 its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.
- c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE FIVE
Membership

H00000034665

H00000034665

The Corporation shall have no voting members.

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3501 West Flagler Street Miami, Florida 33125 and the name of its initial registered agent is Alfonso Cordero.

ARTICLE SEVEN
Directors

The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

Name	Address
Armando Ortiz President	3501 West Flagler Street Miami, Florida 33125
Catherine Inoa Secretary	3501 West Flagler Street Miami, Florida 33125
Alfonso Cordero Treasurer	8025 NW 36 Street Ste. 302 Miami, Florida 33166

The manner in which directors will be elected or appointed is stated in the bylaws.

ARTICLE EIGHT
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or

H00000034665

H00000034665

proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE NINE

Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

H00000034665

H00000034665

ARTICLE TEN
Incorporators

The name and street address of the Incorporators is:

Name	Address
Armando Ortiz	3501 West Flagler Street Miami, Florida 33125
Catherine Inoa	3501 West Flagler Street Miami, Florida 33125
Alfonso Cordero	8025 NW 36 Street Ste. 302 Miami, Florida 33166

ARTICLE ELEVEN

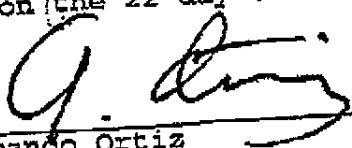
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

In witness whereof, the undersigned incorporators has executed these articles of incorporation the 22 day of June, 2000.


Alfonso Cordero


Catherine Inoa


Armando Ortiz

ACKNOWLEDGMENT

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.


Alfonso Cordero

H00000034665

00 JUN 29 11:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE