

NO10000000333

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January 10, 2001

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

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-01/12/01--01091--002
*****78.75 *****78.75

RE: Little Friends Learning Center of Citrus County, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Little Friends Learning Center of Citrus County, Inc. for filing with your office. Also, enclosed is our check in the amount of \$78.75 to cover your fee. Please return the certified copy and letter of acknowledgment to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.


By:


Karen O. Gaffney

KOG/dvg

Enclosures

FILED
01 JAN 12 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


⑥

ARTICLES OF INCORPORATION
OF
LITTLE FRIENDS LEARNING CENTER OF CITRUS COUNTY, INC.
A Florida Corporation Not for Profit

FILED
01 JAN 12 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporator of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation (hereinafter called the association) is LITTLE FRIENDS LEARNING CENTER OF CITRUS COUNTY, INC. Its principal place of business is 416 U.S. Highway 41 South, Inverness, Florida 34450.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of operating a school, child care facility, religious institution, charitable foundation and enterprise.

In furtherance of such purposes, the association shall have the power to:

(a) Affix, levy, collect and enforce payment by any lawful means of all charges, assessments and dues needed by it in order to carry out its duties.

(b) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the corporation;

(c) Borrow money, and subject to the consent by vote or written statement of two-thirds (2/3) of the Board of Directors, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Dedicate, sell, or transfer all or any part of its property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger, consolidation, shall have the assent by vote or written instrument of two-thirds (2/3) of the Board of Directors;

(f) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may or hereafter have or exercise.

The association is organized and shall be operated exclusively for the purposes set forth above. The activities of the association may be financed by assessments against the members and no part of any net earnings of the association will inure to the benefit of any member.

ARTICLE IV. MEMBERS AND BYLAWS

The qualifications of members and the manner of their admission shall be as regulated by the bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 W. Main Street, Suite D, Inverness, Florida 34450 and the initial registered agent of this corporation at that address is Karen O. Gaffney.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four and their names and addresses are as follows:

VIC CELANO, 416 U.S. Highway 41 South, Inverness, Florida 34450

DON WEAVER, 416 U.S. Highway 41 South, Inverness, Florida 34450

TONY EVANS, 416 U.S. Highway 41 South, Inverness, Florida 34450

JOHN WETHERINGTON, 416 U.S. Highway 41 South, Inverness, Florida 34450

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of these articles is:

LARRY POWERS
416 U.S. Highway 41 South
Inverness, Florida 34450

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Board of Directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 9th day of January, 2001.

Larry Powers
LARRY POWERS

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 9th day of JAN, 2001, by LARRY POWERS, who is personally known to me or who did produce personally known as identification, and who did not take an oath.

Karen O. Gaffney
Notary Public
My Commission Expires: _____
My Commission Number: _____



Karen O. Gaffney
MY COMMISSION # CC660212 EXPIRES
July 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

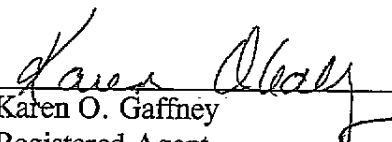
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - LITTLE FRIENDS LEARNING CENTER OF CITRUS COUNTY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Inverness, County of Citrus, has named Karen O. Gaffney, located at 221 West Main Street, Suite D, Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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



Karen O. Gaffney
Registered Agent

FILED
01 JAN 12 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA