

NO10000001594
Norm D. Fugate

Attorney at Law

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Williston, Florida 32696
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March 2, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Articles of Incorporation, Non Profit Corporation
ABC's & 123's Learning & Nursery Center, Inc.

Dear Sir or Madam:

Enclosed for filing you will please find the original Articles of Incorporation for ABC's & 123's Learning & Nursery Center, Inc., together with the designation and acceptance by the resident agent.

My check in the amount of \$ 78.75 is also herewith to cover the filing fee and the cost of one certified copy of the Articles once same has been filed. Please return this certified copy together with your certificate of filing to my office at Post Office Box 98, Williston, Florida 32696.

Should you have any questions regarding the above and foregoing, please do not hesitate to contact me at the number listed above.

Sincerely,

Norm Fugate
Norm D. Fugate

NDF/lnm
enclosure

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABC'S & 123'S LEARNING & NURSERY CENTER, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME; ADDRESS

The name and address of this corporation is ABC's & 123's Learning & Nursery Center, Inc., 7451 NW 15th Street, Chiefland, Florida 32626.

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of the Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The duration of the corporation is perpetual.

ARTICLE IV. PURPOSES

The Corporation is organized, and shall be operated exclusively for providing day care services, so as to educate, aid, train and care primarily for culturally deprived children and to promote the physical, emotional and intellectual development of such children; to employ specialists in childcare and development, directors and such other personnel as may be needed in the operation of the day care center.

The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

This corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limiting the generality of the

foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

This corporation may do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its Members, Trustees, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI. MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the existing Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
Ivonne Y. Crosby	7451 NW 115th Street Chiefland, Fla. 32626
Bobby C. Williams	3250 N.E. 176th Terrace Williston, Fla. 32696
Jane Williams	3250 N.E. 176th Terrace Williston, Fla. 32696
Paula Williams	917 S.W. 2nd Avenue Trenton, Fla. 32693
Roxanne Minnish	1034 S.E. 11th Terrace Ocala, Fla. 34471
Jim Minnish	1034 S.E. 11th Terrace Ocala, Fla. 34471
Melanie Wright	HC 4, Box 811 Old Town, Fla. 32680

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 7451 NW 115th Street, Chiefland, Florida 32626, and the name of its initial Registered Agent at that address is Ivonne Y. Crosby.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

NAME	ADDRESS
Ivonne Y. Crosby	7451 NW 115th Street Chiefland, Florida 32626
Bobby C. Williams	3250 N.E. 176th Terrace Williston, Fla. 32696
Jane Williams	3250 N.E. 176th Terrace Williston, Fla. 32696
Paula Williams	917 S.W. 2nd Avenue Trenton, Fla. 32693
Roxanne Minnish	1034 S.E. 11th Terrace Ocala, Fla. 34471
Jim Minnish	1034 S.E. 11th Terrace Ocala, Fla. 34471
Melanie Wright	HC 4, Box 811 Old Town, Fla. 32680

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President: Ivonne Y. Crosby 7451 NW 115th Street
Chiefland, Florida 32626
Secretary &
Treasurer Bobby C. Williams 3250 N.E. 176th Terrace
Williston, Fla. 32696

ARTICLE X. INCORPORATOR

The name and address of the Incorporator is as follows:

NAME	ADDRESS
Ivonne Y. Crosby	7451 NW 115th Street Chiefland, Florida 32626

ARTICLE XI. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XIV. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV. DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempted from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the

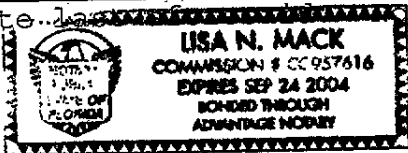
federal, state or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on March 2, 2001.

Ivonne Y. Crosby
IVONNE Y. CROSBY

STATE OF FLORIDA
COUNTY OF LEVY

I HEREBY CERTIFY that on March 2, 2001, an officer duly qualified to take acknowledgments, personally appeared IVONNE Y. CROSBY who is personally known to me or has produced as identification, in the County and State of Florida, and oaths were taken.



Lisa N. Mack
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ABC's & 123's Learning & Nursery Center, Inc., which is contained in the foregoing Articles of Incorporation.

Ivonne Y. Crosby
IVONNE Y. CROSBY

01 MAR -5 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED