

NO10000002319

FOCUS ON KIDS, INC.  
38811 Old Sparkman Road  
Dade City, FL 33523

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/29/01--01071--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ARTICLES OF INCORPORATION FOR FOCUS ON KIDS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above named, and a check for

\$87.50 to cover:

Filing Fee.....	\$ 35.00
Designation of Registered Agent.....	35.00
Certified Copy.....	8.75

78.75

Thank you,

Deloris J. Thomas,  
Incorporator

FILED  
01 MAR 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4-3-01  
10-2-01  
10-2-01

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not For Profit)

## FOCUS ON KIDS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, a resident of the State of Florida, and competent to contract, hereby forms a Corporation Not For Profit subject to the laws of the State of Florida and pursuant to Chapter 617, Florida Statutes.

### ARTICLE I: NAME OF BORPORATION

The name of this corporation shall be: FOCUS ON KIDS, INC.

### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :  
38811 Old Sparkman Road  
Dade City, Florida 33523

### ARTICLE III: PURPOSE

The purpose for which this corporation is organized is to provide educational and other services to children of low-income families.

### ARTICLE IV: INITIAL DIRECTORS / OFFICERS

The initial Directors of this corporation, as appointed by the undersigned Incorporator, all being at least 18 years of age or older, all being natural persons and residents of the State of Florida, are as follows:

Deloris J. Thomas	38811 Old Sparkman Road, Dade City, FL 33523	352/ 518-8024
Diedra R. Knight	38811 Old Sparkman Road, Dade City, FL 33523	352/ 518-8024
Fannie Gentles	37434 Coleman Avenue, Dade City, FL 33525	352/ 567-1178
Laura Waiters	14518 7th Street, Dade City, FL 33523	352/ 567-7854

The initial Officers of this corporation, as named by the undersigned Incorporator, are as follows:  
Deloris J. Thomas - President 38811 Old Sparkman Road, Dade City, FL 33523 352/ 518-8024

There may be more or less Directors and Officers from time to time, but there shall always be a minimum of three (3) Directors pursuant to F.S. 617.0803.

### ARTICLE V: MANNER OF ELECTION OR APPOINTMENT AND REMOVAL

The Directors and Officers listed above are initially appointed by the undersigned Incorporator, and have agreed to serve during the first year or so of operations of this corporation. Additional Directors or Officers may be elected or appointed at any time, but only by a quorum vote of the total number of Directors serving at the time of such action. A vacancy on the Board of Directors shall be filled by the affirmative vote of a quorum of the remaining Directors and/or pursuant to the requirements in F.S. 617.0809.

Elections of some or all Directors shall take place on an annual basis within four (4) months after the end of the corporation's established tax year. The corporate Bylaws shall stipulate whether all Directors shall serve for the same term of office or for staggered terms. Only serving or sitting Directors may vote.

Directors may be removed during their term of office only for cause as shall be outlined in the Bylaws or F.S. 617.

## **FOCUS ON KIDS, INC. - ARTICLES**

Officers shall be appointed by a quorum vote of the total Directors serving or duly elected, at the same annual meeting as Director elections, but after said Director elections.

### **ARTICLE VI: RESPONSIBILITIES AND DUTIES OF DIRECTORS AND OFFICERS**

After corporate organization is complete, the day to day operations of this corporation shall be the responsibility of the President and/or any other Officers appointed by the Directors. The corporate Bylaws shall set out the responsibilities and limits of the Officers, and the Officers shall report directly to the Board of Directors at duly called meetings. The President has the responsibility for making sure that budgets and accurate financial statements of corporate operations are prepared and submitted to the Directors for their approval in a manner set out in the corporate bylaws. The President shall be responsible for adequately preparing or overseeing the preparation of all required payroll, corporate and/or other tax returns or required filings, in a timely manner, and shall submit said filings to the Board of Directors for review and approval prior to being filed.

All Directors shall be of the same class and each Director shall have a single vote on each issue. Proxy voting shall not be allowed unless previously approved for a specifically defined purpose and time, by all the Directors then serving. There shall be no action by the Directors without a duly noticed meeting (pursuant to F.S. 617.0822) and without a quorum of Directors in attendance. A quorum is hereby initially defined as 80% of the total number of Directors serving at the time of the action, but may be changed or set out differently in the corporation's Bylaws.

Any and all legal and contractual matters, as well as major or unusual financial expenditures, shall be first approved by the Board of Directors. The power to set or change the compensation for any Directors or Officers, and/or all employees shall be vested with the Board of Directors.

### **ARTICLE VII: INITIAL REGISTERED AGENT**

The name and Florida street address of the initial Registered Agent is:

Deloris J. Thomas      38811 Old Sparkman Road, Dade City, FL 33523      352/ 518-8024

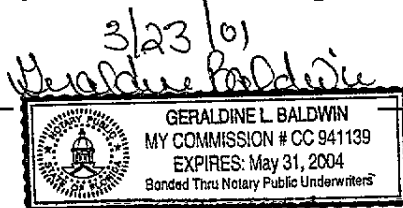
### **ARTICLE VIII: INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Deloris J. Thomas      38811 Old Sparkman Road, Dade City, FL 33523      352/ 518-8024

*Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this certificate, I state that I am familiar with and accept the appointment as, Registered Agent, and I agree to act in this capacity.*

*Deloris J. Thomas*  
Deloris J. Thomas, Registered Agent



*Deloris J. Thomas*  
Deloris J. Thomas, Incorporator

3/23/01  
Date