

NO10000002378



ACCOUNT NO. : 072100000032

REFERENCE : 099866 6099A

AUTHORIZATION : Patricia Knight

COST LIMIT : \$ 78.75

ORDER DATE : April 2, 2001

ORDER TIME : 10:53 AM

ORDER NO. : 099866-010

PLEASE FILE 2ND

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
Moyle Flanigan Katz Kolins
Raymond & Sheehan
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33401

200003943122--4

DOMESTIC FILING

NAME: FLOWERS DAY CARE CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

6246
W01-7388

FILED
2001 APR -2 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JS
4/4/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 APR -2 PM 12: 57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 3, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: FLOWERS DAY CARE CENTER, INC.
Ref. Number: W01000007388

We have received your document for FLOWERS DAY CARE CENTER, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a check for this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 201A00019626

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -3 PM 3: 12
NO INTENTION
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

*Claretha - Please see
Article VII*

ARTICLES OF INCORPORATION

OF

FLOWERS DAY CARE CENTER, INC.

FILED

2001 APR -2 PM 12: 57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be FLOWERS DAY CARE CENTER, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 87 Silver Beach Road, Lake Park, FL 33403.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 87 Silver Beach Road, Lake Park, Florida 33403 and the name of the initial registered agent of this Corporation located at such address is Lynette Ferrell.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Lynette Ferrell	87 Silver Beach Road Lake Park, FL 33403
Marva M. Lewis	3532 Florida Blvd. Palm Beach Gardens, FL 33410
Eli Bower	P.O. Box 8163 West Palm Beach, FL 33407

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XII

Incorporator

The name and address of the incorporator of this Corporation is: Lynette Ferrell, 87 Silver Beach Road, Lake Park, FL 33403.

ARTICLE XIII

Indemnification

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Statutes*, Section 607.0831 and 607.0850, as limited by Section 617.0834, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or

other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30 day of march, 2001.

Lynette Ferrell
LYNETTE FERRELL

CERTIFICATE DESIGNATING REGISTERED OFFICE

FILED

FOR THE SERVICE OF PROCESS WITHIN FLORIDA, 2001 APR -2 PM 12: 57

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT FLOWERS DAY CARE CENTER, INC. DESIRING TO ORGANIZE OR
QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 87 SILVER BEACH ROAD,
LAKE PARK, FLORIDA 33403 HAS NAMED LYNETTE FERRELL LOCATED AT 87
SILVER BEACH ROAD, LAKE PARK, FLORIDA 33403, AS ITS REGISTERED AGENT TO
ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF
FLORIDA.


LYNETTE FERRELL, Incorporator

March 30th, 2001

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the
place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and
agree to comply with the provisions of Florida Statutes relative to keeping open said office and
further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 30th day of March, 2001.

By: 
LYNETTE FERRELL Registered Agent