

LAW OFFICES OF MARK F. DAHLE, P. A.

5150 SOUTH FLORIDA AVENUE
BUILDING A, SUITE 105
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

TELEPHONE (863) 644-3307
TOLL FREE (800) 801-2228
FACSIMILE (863) 646-6992

0010000002457

04/02/01

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500003952925--5
-04/03/01--01051--002
*****81.75 *****78.75

FIRST CLASS MAIL

SUBJECT: Lakeland Academy and Tree House Preschool Inc.

Dear Sir or Madam:

Enclosed for filing please find duly executed duplicate originals of the Articles of Incorporation for the referenced new corporation. Also enclosed is my check number 3461 in the amount of Eighty-one and 75/100ths (\$81.75) Dollars, representing payment of the filing fee, designation of registered agent, and certified copy.

Please return the certified copy by first class mail. Thank you for your assistance.

Very truly yours,

Law Offices of Mark F. Dahle, P.A.

By

Mark F. Dahle
Mark F. Dahle

FILED
01 APR -3 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C2807:rr
Enclosures

T SMITH APR 06 2001

12

EFFECTIVE DATE
04/02/01

ARTICLES OF INCORPORATION

OF

LAKELAND ACADEMY AND TREE HOUSE PRESCHOOL, INC.

A Florida Not-for-Profit Corporation

The undersigned subscribers to these Articles of Incorporation, each natural persons competent to contract, hereby form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be LAKELAND ACADEMY AND TREE HOUSE PRESCHOOL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To promote individual choice and a wide variety of service options for children in Polk County; to maximize the benefit of public and private resources to Polk County's children; To educate children in pre-school years and in school years. This Corporation shall be operated exclusively for these charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the successor provision as now in effect or as may hereafter be amended.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

FILED
01 APR -3 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business, if not inconsistent with the not for profit nature of this Corporation.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on, enter into, and carry out any arrangements which may be deemed to be consistent with the purposes of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business

dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(h) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(i) To cause or to allow the legal title, and any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Advisory Board may consider for the benefit of the Corporation.

(j) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country, consistent with the purposes of the Corporation.

(k) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(l) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(m) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(n) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(o) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register,

secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(p) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to fulfill the purposes of the Corporation.

(q) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(r) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. TERM OF EXISTENCE

This Corporation shall commence existence on April 2, 2001, and exist perpetually.

ARTICLE IV. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: 509 West County Road 540-A, Lakeland, Florida 33813. The mailing address of the Corporation in the

State of Florida is Post Office Box 5425, Lakeland, Florida 33807-5425. The Advisory Board from time to time may move the principal office to any other address in Polk County, Florida.

ARTICLE V. ADVISORY BOARD

This Corporation shall have at least three (3) members of an Advisory Board; however, the number of Advisors may be increased or diminished from time to time by the By-laws adopted by the members, but the number of advisors shall never be less than three (3). The method of election or appointment of advisors shall be stated in the By-laws. Upon an increase in the number of advisors, the additional seats on the Advisory Board so created may be filled in the first instance in the same manner as a vacancy in the Advisory Board.

The members, by majority vote, shall have all authority to manage the affairs of this Corporation, without a board of directors. The Advisory Board shall have no authority except to break a tie in the vote of the membership.

ARTICLE VI. INITIAL MEMBERS OF ADVISORY BOARD

The names and post office addresses of the first members of the Advisory Board are:

<u>NAMES</u>	<u>ADDRESSES</u>
Mary Lynn Dahle	Post Office Box 6629 Lakeland, Florida 33807-6629
Trevor L. Salisbury	Post Office Box 6501 Lakeland, Florida 33807-6501
Mark F. Dahle, Jr.	Post Office Box 5425 Lakeland, Florida 33807-5425

ARTICLE VII. INCORPORATORS AND SUBSCRIBERS

The names and post office addresses of the Incorporators and Subscribers to the Articles of Incorporation is as follows:

NAMES AND ADDRESSES

Mary Lynn Dahle	Post Office Box 6629
	Lakeland, Florida 33807-6629
Trevor L. Salisbury	Post Office Box 6501
	Lakeland, Florida 33807-6501

ARTICLE VIII. VOTING RIGHTS FOR MEMBERS

1.0. Quorum Provision. At all members' meetings, including any adjournments thereof, the presence in person or by proxy of holders of so many of the members who attend who are entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum, provided at least twenty (20%) percent of all outstanding memberships are represented.

2.0. Required Vote. The affirmative vote of a majority of all the members present and entitled to vote thereon shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the By-laws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Corporation.

ARTICLE IX. CUMULATIVE VOTING FOR ADVISORS

Members shall have no right of cumulative voting for advisors.

ARTICLE X. VOTING RIGHTS FOR ADVISORY BOARD

1.0. Majority Quorum Provision. At all meetings of the Advisory Board, including any adjournment thereof, the presence in person, or by any means of communication by which all advisors participating may simultaneously hear each other, of a majority of the Advisors shall be necessary to constitute a quorum.

2.0. Majority Voting Requirement.

The affirmative vote of a majority of the full Advisory Board shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the By-laws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; and

ARTICLE XI. DUPLICATE CERTIFICATES

Duplicate certificates of membership may be issued pursuant to this charter for such certificates as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Advisory Board of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Advisory Board, proposed by them to the members, and approved at a members' meeting by a majority of the members entitled to vote thereon.

ARTICLE XIII. EXEMPTION STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity, or amend the Articles in any way, which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

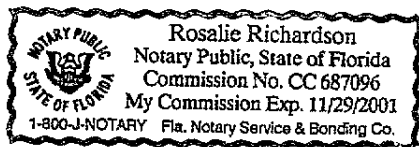
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any advisor or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code and any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of April, 2001, by Mary Lynn Dahle, and Trevor L. Salisbury, the persons named in the foregoing Articles of Incorporation as Incorporators and Subscribers.



Rosalie Richardson
Rosalie Richardson
Notary Public, State of Florida
My Commission Expires: November 29, 2001

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing LAKELAND ACADEMY, TREE HOUSE PRESCHOOL, I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

Mary Lynn Dahle
Mary Lynn Dahle

ARTICLE XIV. DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Advisory Board shall determine. In no event shall any of such assets or property be distributed to any member, advisor, or officer, or any private individual.

ARTICLE XV. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, and 617, Florida Statutes, LAKELAND ACADEMY, TREE HOUSE PRESCHOOL /INC. does hereby designate Mary Lynn Dahle as its Registered Agent, and the office of the Corporation located at 509 West County Road 540-A, Lakeland, Florida 33813, as its registered office.

Mary Lynn Dahle
Mary Lynn Dahle

Trevor L. Salisbury
Trevor L. Salisbury

FILED
01 APR -3 PM 3:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE