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WELTON & WILLIAMSON

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Magnolia Top Tots Developmental Learning Center, Inc

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Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

***Magnolia Top Tots Developmental
Learning Center, Inc.***

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Corporation Not For Profit, under and by virtue of Chapter 617, Florida Statutes, and do hereby adopt as and for the Corporation charter of said Corporation, the following articles of incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

Magnolia Top Tots Developmental Learning Center, Inc.

ARTICLE II - PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

598 Benjamin Street,
P.O. Box 74,
Crestview, FL 32536

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized are:

1. This Corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit Corporations under the laws of the State of Florida and Section 501 (c) (3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, or any superseding section. This Corporation shall, among other things, be empowered to organize and operate as an day care center for children.
2. The Corporation is organized and shall be operated exclusively for Christian, religious, charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may

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from time to time be given to it by any person, persons, or Corporation, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes herein above set out.

3. All property shall be irrevocably dedicated to religious, charitable and educational purposes and shall be held in the corporate name of Magnolia Top Tots Developmental Learning Center, Inc. Magnolia Top Tots Developmental Learning Center, Inc, is a non-profit corporation organized and operated exclusively for religious, charitable and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501 (c)(3) of the Internal Revenue Code. The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the by-laws of the corporation.

ARTICLE IV - DISTRIBUTION OF CORPORATE FUNDS

No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to, its members, trustees, officers, or other private persons, except that 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - DURATION

The duration of this corporation is perpetual, unless dissolved according to law.

ARTICLE VI - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01011 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and no part of its net earnings is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit

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Corporation Act.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified.

1. The First Board of Directors shall be the following and said Director's shall serve and be re-elected as provided herein and in the By-Laws.

- (1) Edna Stokes
- (2) Natlie Stokes
- (3) Dr. Namoi Barnes
- (4) Florence Ford
- (5) Alesia Moore

2. The officers of the corporation shall be elected as provided in the By-Laws of the Corporation.

ARTICLE VII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

A. Wayne Williamson, Esquire
Welton & Williamson, P.A.
1020 Ferdon Blvd. South
Crestview, FL 32536

ARTICLE IX - INCORPORATORS

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

A. Wayne Williamson of Welton & Williamson, P.A.

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1020 Ferdon Blvd. South, Crestview, FL 32536

ARTICLE X - INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may only be amended upon the unanimous vote of a 2/3 majority of the Board of Directors.

ARTICLE XII - DISTRIBUTION UPON DISSOLUTION

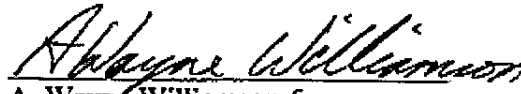
In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this the 11TH day of May, 2001.


A. Wayne Williamson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*


A. Wayne Williamson for
Welton & Williamson, P.A.

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