

NAI00004824

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EXPRESS CORPORATE FILING SERVICE INC.
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CORAL GABLES, FL 33134 305-444-4994
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FILED
 01 JUL 10 PM 1:39
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2009 JUL -6 PM 12:47
 NOT INTENDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Kids Learning Center of Miami Dade, (Document #)
 (Corporation Name)
2. _____ (Document #)
 (Corporation Name)
3. _____ (Document #)
 (Corporation Name)
4. _____ (Document #)
 (Corporation Name)

- ☐ Walk in ☒ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 6, 2001

EXPRESS CORPORATE FILING SERVICE INC.
1000 PONCE DE LEON BLVD STE 101
CORAL GABLES, FL 33134

SUBJECT: KIDS LEARNING CENTER OF MIAMI DADE, INC.
Ref. Number: W01000015527

We have received your document for KIDS LEARNING CENTER OF MIAMI DADE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 001A00040192

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 10 PM 12: 27
TO THE SECRETARY OF STATE
SUFFICIENT FOR FILING

ARTICLES OF INCORPORATION
OF THE

KIDS LEARNING CENTER OF MIAMI DADE, INC.

(A corporation not-for-profits)

FILED
01 JUL 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby certifies that the following are the Articles of Incorporation of Kids Learning Center of Miami Dade, Inc., a Florida not-for-profit corporation (the "Corporation"), which:

ARTICLE I. NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation is **Kids Learning Center of Miami Dade, Inc.** Its principal office and mailing address is 14726-28 SW 56th St.. Miami, FL 33185

ARTICLE II. ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III. PURPOSE AND POWER

The purpose for which this Corporation is organized are:

A. Exclusively charitable, cultural, literary and educational within the meaning of S 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax Under Code S 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

- i) To function as a day care, after school care, and also a kindergarten and elementary school for all children.
- ii) To take the children to field trips and museums to expand their learning experience.

- iii) To raise funds to support the aforementioned activities for families that cannot afford to pay the regular school fees by obtaining government grants and aid, donations from private individuals, donations of money, property.
- iv) To do all such acts as are necessary to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding treasury Regulation for an entity which qualifies under Code S 501(c)(3).
- C) This Corporation is a not-for-profit corporation organized pursuant and shall be operated exclusively for educational, charitable, scientific and literary purposes.
- D) This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501(c)(3) and 170 (c)(2) as specified below.
- E) No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or otherwise to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate)
- F) All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purpose, which at the time of such dissolution, qualify as an exempt organization under code 501(c)(3), 170 (c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the county of Miami Dade or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such member or for any other purpose.

ARTICLE IV - TERM

The period of duration of the Corporation is perpetual unless dissolved according to law

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is **Ileana Perez**

14726-28 SW 56th St..
Miami, Fl 33185

ARTICLE VI, INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this Corporation

Ileana Perez
14726-28 SW 56th St.
Miami, Fl 33185

ARTICLE VII MANNER IN WHICH THE BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will appoint elected and hold office shall be as set forth in the by-laws of this Corporation.

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or appeal the by-laws shall be vested in the Board of Directors, and the by-laws shall be hereby adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the by-laws shall be binding on all members of this Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE X

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the by-laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

ARTICLE XI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the by-laws if the Corporation, The number of directors herein provided shall be set forth in the by-laws of the Corporation.

ARTICLES XII - MEMBERS

This Corporation shall have no capital stock. This corporation shall have members with such rights as provided in the by-laws of the Corporation.

IN WITNESS WHEREOF, The undersigned President of the Corporation have executed these Articles of Incorporation, this 1st. day of July 2001.

ATTEST:

Kids Learning Center of Miami Dade, Inc.

By: 
Ileana Perez, Director

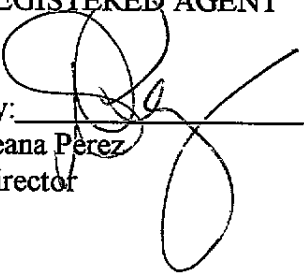
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Having been named the registered agent for Kids Learning Center of Miami Dade, Inc. a not-for-profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT

By: 
Ileana Perez
Director

Dated: July 1st, 2001

FILED
01 JUL 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WRITTEN CONSENT BY THE MEMBERS
OF THE BOARD OF DIRECTORS OF
KIDS LEARNING CENTER OF MIAMI DADE, INC.

The undersigned, being the members of the Board of Directors of Kids Learning Center of Miami Dade, Inc., a Florida corporation (the "Corporation"), does hereby consent to the following resolutions in accordance with Section 617.0821 of the Florida not-for-profit Corporation Act:

RESOLVED, that the Articles of the Incorporation of the Corporation be hereby entirety in accordance with the proposed Articles of Incorporation of the Corporation as attached hereto and incorporated herein;

FURTHER RESOLVED, any officer of the Corporation, acting singly on behalf of the Corporation, be and hereby is authorized and directed to execute and deliver such documents and to do or cause to be done such acts as any of them may deem necessary or appropriate in order to effectuate the foregoing resolution, including without limitation the filing of these Articles of Incorporation with the Secretary of State of Florida and the payment of all fees related thereto.

Date: July 01, 2001

Board of Directors:

By: 

Ileana Perez, Director

By: 

Yolanda Anido, Director

By: 

Angelina Gonzalez, Director