

NO1000008664

Gregg G. Heckley  
Attorney at Law  
15511 Woodfair Place  
Tampa, Florida 33613  
(813) 962-8092

November 9, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: JUST KIDS & COMPANY, INC.  
Articles of Incorporation

000004691720--9  
-11/21/01--01104--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED \_\_\_\_\_ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

FILED  
01 DEC 12 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-12-01  
~~2001~~  
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 28, 2001

GREGG G. HECKLEY, ESQ.  
15511 WOODFAIR PLACE  
TAMPA, FL 33613

SUBJECT: JUST KIDS & COMPANY, INC.  
Ref. Number: W01000027060

We have received your document for JUST KIDS & COMPANY, INC. and your check(s) totaling \$70.00. 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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 201A00063091

**ARTICLES OF INCORPORATION**

**OF**

**JUST KIDS & COMPANY, INC.**

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01 DEC 12 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**

**NAME**

The name of the Corporation is JUST KIDS & COMPANY, INC.

**ARTICLE TWO**

**DURATION**

The term of the existence of the Corporation is perpetual unless dissolved according to law. Corporation existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE THREE**

**PURPOSES AND OBJECTIVES**

This Corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Pursuant thereto, the purpose or objective of the Corporation is to provide preschool education services to the extent allowable under the said Internal Revenue Code Section and applicable State and Federal Law by:

1. Providing qualified teachers and staff to educate young children.
2. Providing a suitable educational environment in which young children can learn.
3. Providing instructional materials and equipment which will enhance learning for young children.

**ARTICLE FOUR**

**NON-STOCK CORPORATION**

This Corporation is organized on a non-stock basis.

## ARTICLE FIVE

### LIMITATIONS

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, other private individuals, or organizations organized and operated for profit (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 and objectives set forth in Article Three hereof). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 therein, the Corporation shall not carry on any activities not permitted to be carried on -

(a) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code,

(b) by an organization described in Section 509(a)(2) of the Internal Revenue Code of 1986, and

(c) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

## ARTICLE SIX

### DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of Code; or

(b) a nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

## ARTICLE SEVEN

### INTERNAL REVENUE CODE

Reference herein to Sections of the Internal Revenue Code of 1986, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

## ARTICLE EIGHT

### REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 308 E. 124th Avenue, Tampa, Florida 33612, and the name of the initial Registered Agent at such address is Loretta Risley.

## ARTICLE NINE

### DIRECTORS

9.01. The initial Board of Directors of the Corporation shall consist of three (3) directors.

9.02. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
Loretta Risley	24810 Blazing Trail Way Land O'Lakes, Florida 34639
Guy H. Risley	318 Wooten Road Lutz, Florida 33549
Marjorie G. Cartier	9555 Bunker Hill Court New Port Richey, Florida 34655

## ARTICLE TEN

### MEMBERS

The member qualifications and the manner of their admission are to be provided in Bylaws of the Corporation.

ARTICLE ELEVEN

INCORPORATORS

The name and address of the sole incorporator are:


NAME	ADDRESS
Loretta Risley	24810 Blazing Trail Way Land O'Lakes, Florida 34639

ARTICLE TWELVE

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 308 E. 124th Avenue, Tampa, Florida 33612.

IN WITNESS WHEREOF, I have subscribed my name this 9th day of November, 2001.


  
LORETTA RISLEY,  
INCORPORATOR

STATE OF FLORIDA

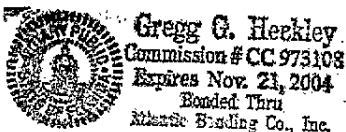
COUNTY OF HILLSBOROUGH

On this 9th day of November, 2001, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared LORETTA RISLEY, who provided a driver's license as identification or who is personally known, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation, and she did not take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as her location for service of process as:

308 E. 124th Avenue  
Tampa, Florida 33612

The undersigned shall serve as Registered Agent until otherwise removed or she shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
LORETTA RISLEY

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01 DEC 12 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA