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January 10, 2002

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

FILED
02 JAN 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Cradles to Crayons of Inverness, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Cradles to Crayons of Inverness, Inc. for filing with your office. Also, enclosed is our check in the amount of \$78.75 to cover your fee. Please return the certified copy and letter of acknowledgment to my office.

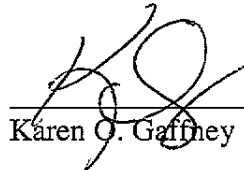
Thank you for your assistance in this matter.

Yours truly,

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-01/14/02--01048--023
*****78.75 *****78.75

KAREN O. GAFFNEY, P.A.

By:


Karen O. Gaffney

KOG/dvg

Enclosures

01-18-02 ✓

**ARTICLES OF INCORPORATION
OF
CRADLES TO CRAYONS OF INVERNESS, INC.
A Florida Corporation Not for Profit**

02 JAN 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I, the undersigned, acting as incorporator of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is CRADLES TO CRAYONS OF INVERNESS, INC.. The principal office of the corporation shall be located at 307 Zephyr Street, Inverness, Florida 34450.

**ARTICLE II.
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III.
PURPOSE**

This corporation is organized for the purpose of operating a school, child care facility, religious institution, charitable foundation and enterprise.

In furtherance of such purposes, the Corporation shall have power to:

(a) Affix, levy, collect and enforce payment by any lawful means of all charges, assessments and dues needed by it in order to carry out its duties.

(b) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the corporation;

(c) Borrow money, and subject to the consent by vote or written statement of two-thirds (2/3) of the Board of Directors, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Dedicate, sell, or transfer all or any part of its property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger, consolidation, shall have the assent by vote or written instrument of two-thirds (2/3) of the Board of Directors;

(f) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may or hereafter have or exercise.

(g) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Corporation.

The corporation is organized and shall be operated exclusively for the purposes set forth above. No part of any net earnings or assets of the corporation will inure to the benefit of any member.

ARTICLE IV.
MEMBERS AND BYLAWS

The qualifications of members and the manner of their admission shall be as regulated by the bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 307 Zephyr Street, Inverness, Florida 34450 and the initial registered agent of this corporation at that address is JOHN LANGLEY.

ARTICLE VI.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal Tax code, or shall be distributed to the Federal State, or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three and their names and addresses are as follows:

Bishop Larry Chester, 16304 Stonebrook Dr., Sanford, Florida 32772

Rose Henry, P. O. Box 893, Inverness, Florida 34451

Tammy Southall, 6898 N. Bighorn Pt., Hernando, Florida 34442

The method of election of directors is as stated in the Bylaws.

ARTICLE VIII.
INITIAL OFFICERS

The affairs of the Corporation shall be managed by the following officers: President, Vice President, Secretary and Treasurer, who do not have to be members of the Board of Directors. The Board of Directors are selected as stated in the Bylaws. The number of officers may be increased by the Board of Directors as determined necessary and appropriate by such Board. The names of the initial officers who are to serve until the first election are:

President & Director:	Bishop Larry Chester
Vice President & Director:	Tammy Langley
Secretary/Treasurer:	Cynthia Timmons

All officers and directors shall serve until such time as they resign or until such time as their successors are elected or appointed.

ARTICLE IX.
INCORPORATOR

The name and address of the incorporator of these articles is:

Bishop Larry Chester
16304 Stonebrook Drive
Sanford, Florida 32772

ARTICLE X.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Board of Directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on the 31st day of December, 2001.

Bishop Larry Chester
BISHOP LARRY CHESTER

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 31st day of December,
2001, by BISHOP LARRY CHESTER, who is personally known to me or who did
produce FL Drivers License as
identification, and who did not take an oath.

Dawn J. VanGorder
Notary Public
My Commission Expires: _____
My Commission Number: _____



Dawn J. VanGorder
MY COMMISSION # CC945575 EXPIRES
June 15, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

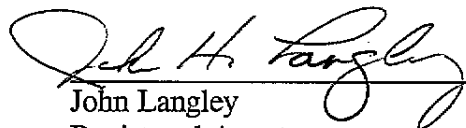
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - CRADLES TO CRAYONS OF INVERNESS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Inverness, County of Citrus, has named John Langley, located at 307 Zephyr Street, Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


John Langley
Registered Agent

02 JAN 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED