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03 JUN -5 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-9241

6-9-03

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## Osceola Paralegal Services, Inc.

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17 S. Orlando Ave.  
Kissimmee, FL 34741  
(407) 870-5878  
Fax (407) 870-9997

Kathleen Foust  
Owner

May 13, 2003

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

RE: Bright Horizons of Central Florida, Inc.

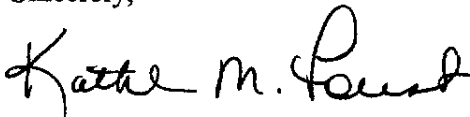
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for Bright Horizons of Central Florida, Inc., a not-for-profit corporation. I have also enclosed a copy of your letter of April 1, 2003 where the original document filed was returned for corrections.

Please file this corporation as soon as possible and return the certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,



Kathleen M. Foust, Paralegal

Enclosures as stated.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

RECEIVED  
03 JUN -5 PM  
SECRETARY OF  
STATE, FLORIDA

April 1, 2003

KATHLEEN M. FOUST  
17 S. ORLANDO AVE  
KISSIMMEE, FL 34741

SUBJECT: BRIGHT HORIZONS OF FLORIDA INC.  
Ref. Number: W03000009241

We have received your document for BRIGHT HORIZONS OF FLORIDA 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The person designated as incorporator in the document and the person signing as incorporator must be same.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6930.

Donna Graves  
Document Specialist  
New Filings Section

Letter Number: 003A00019586

ARTICLES OF INCORPORATION  
OF  
BRIGHT HORIZONS OF CENTRAL FLORIDA, INC.

FILED  
03 JUN -5 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being desirous of forming a corporation for non profit purposes, pursuant to Chapter 617 of the Florida Statutes, do hereby recite the following:

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BRIGHT HORIZONS OF CENTRAL FLORIDA, INC. The principal place of business for this corporation shall be 1111 E. Lakeveiw Circle, Altamonte Springs, Florida 32714.

ARTICLE II

NOT FOR PROFIT

The corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1987). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing upon the date and subscription of these articles.

#### ARTICLE IV

##### PURPOSE

The purposes for which the BRIGHT HORIZONS OF CENTRAL FLORIDA, INC. is organized are exclusively for religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The specific nature of the business is to provide temporary housing and assistance for young women whose life goals have been interrupted by unexpected first time pregnancy and to provide them with basic spiritual, physical and emotional needs.

#### ARTICLE V

##### INITIAL REGISTERED OFFICER AND AGENT

The name of the initial registered agent and the street address of the initial registered office are: Steven M. Kleinberger, 1411 El Cajon Court, Winter Springs, Florida 32708.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two. The Voting Members shall elect the Directors at an annual meeting of Voting Members. The By-Laws may provide for ex officio and honorary Directors, and

their rights and privileges. The name and address of each Initial Director of the Corporation is as follows:

PANY M. VAZ-POWELL  
1111 E. LAKEVIEW CIRCLE  
ALTAMONTE SPRINGS, FL 32708

ANDREW POWELL  
1111 E. LAKEVIEW CIRCLE  
ALTAMONTE SPRINGS, FL 32708

KURT VAZ-AMTROBUS  
1111 E. LAKEVIEW CIRCLE  
ALTAMONTE SPRINGS, FL 32708

ARTICLE VII  
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Pany M. Vaz-Powell	1111 E. Lakeview Circle Altamonte Springs, FL 32714
Vice-President	Andrew Powell	1111 E. Lakeview Circle Altamonte Springs, FL 32714
Secretary/ Treasurer	Kurt Vaz-Amtrobus	1111 E. Lakeview Circle Altamonte Springs, FL 32714

ARTICLE VIII  
INCORPORATOR

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The name and address of the incorporator hereof is:  
Steven M. Kleinberger, 1411 El Cajon Court, Winter Springs, FL  
32708.

ARTICLE IX

BY-LAWS

The members of the Board of Directors of the corporation may provide such By-Laws for the conduct of the Corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Upon proper notice, the By-Laws may be amended, altered or repealed by the majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose. The provisions of Section 607.081, Florida Statutes (1987), as amended.

ARTICLE X

AMENDMENT

The Articles of Incorporation of this corporation may be amended by the Voting Members of the corporation at any annual meeting or at any special meeting called for that purpose.

ARTICLE XI

LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, offices, 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

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furtherance of the purposes of 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 provided in Section 501(h) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the corporation shall not carry on any other activities nor permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

## ARTICLE XII

### DISSOLUTION

Upon the dissolution of the corporation, 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



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purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose.

#### ARTICLE XIII

##### ACCOUNTS AND BOOKS

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be opened to the inspection of the members, and no representative of the members shall have the right to inspect any account or document of this corporation except as conferred by a statute, the By-Laws, or authorized by the Board of Directors or by resolution of member.

#### ARTICLE XIV

##### NON-STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificate or writings evidencing an ownership or proprietary interest in the Corporation.

#### ARTICLE XV

##### INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent

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permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XVI

ACTIVITIES

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 29<sup>th</sup> day of mar, 2003, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

  
STEVEN M. KLEINBERGER

FILED  
03 JUN -5 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
COUNTY OF SEMINOLE:

Before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared STEVEN M. KLEINBERGER, to me known, to be the person described herein as an incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed and subscribed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me at Winter Springs, Florida, this 21 day of May, 2003.

Seal



Stacy S. Carroll  
Notary Public-State of Florida  
My Commission Expires:

#### ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Steven M. Kleinberger  
STEVEN M. KLEINBERGER  
RESIDENT AGENT