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TALLAHASSEE FLORIDA

WRITER'S TELEPHONE
(941) 953-4140

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(941) 953-3020

MERRITT & MERRITT

ATTORNEYS AT LAW
1800 SECOND STREET
SUITE 852
SARASOTA, FLORIDA 34236

RANDY L. MERRITT
JACK W. MERRITT*

*ALSO ADMITTED IN
MARYLAND

July 11, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for Not for Profit Corporation
All About Children Day Care Center, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for a Not for Profit company and a check made payable to Florida Department of State in the amount of \$78.75. The break down of that amount follows: (a) Filing fee of \$35.00, (b) Designation of Registered Agent of \$35.00 and (c) a fee of \$8.75 for a Certified Copy.

Also enclosed you will one original and one copy of the Articles of Incorporation. Please return a certified copy.

Should you have any questions, please contact me at my above listed telephone number at your earliest convenience.

Very truly yours,



Jack W. Merritt

Enclosures

ALL ABOUT CHILDREN DAY CARE CENTER, INC.

(A not for profit corporation)
(IRC 501(c)(3))

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SECRETARY OF ST.
TALLAHASSEE FLOR

The undersigned does hereby take the necessary steps to cause the entity to become incorporated as a corporation not-for-profit under the laws of the State of Florida, and does hereby subscribe to and adopt the following as the articles of incorporation:

ARTICLE I: NAME

The name of the corporation shall be: All About Children Day Care Center, Inc.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 620 Shamrock Boulevard, Venice, FL 34293.

ARTICLE IV: PURPOSE

The corporation is organized and will operate exclusively for purposes that are exclusively educational and charitable within the meaning of I.R.C. Section 501 (c) (3) and, as provided by within that Section and stated more specifically, as a children's day care center for religious, charitable, and educational purposes and for the prevention of cruelty to children, no part of the net earnings of which will inure to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V: OFFICERS AND DIRECTORS

Section 1. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation.

Section 2. The directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be appointed by Board Members and shall hold office in accordance with the Bylaws.

Section 4. The names and addresses of the initial Officers and Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>TITLE/OFFICE</u>
Alice Wentworth 1233 Pinebrook Way Venice, Florida 34285	President/Director
Russell White 809 Coral Bean Cove Venice, Florida 34293	Secretary/Treasurer/Director
Robert Morse 864 Morgan Towne Place Venice, Florida 34292	Director
Kathleen Cellura 212 Southampton Drive Venice, Florida 34293	Director

ARTICLE VI: INITIAL REGISTERED AGENT

The registered agent is:

Jack W. Merritt
Merritt & Merritt
1800 Second Street
Suite 852
Sarasota, Florida 34236

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

Alice Wentworth
1233 Pinebrook Way
Venice, Florida 34285

ARTICLE VIII: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board

meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of those present at a special meeting of the membership called for that purpose, or at a regular meeting of the membership upon notice given, as provided by the Bylaws. Of intention to submit such amendments.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501 (c)(3), as may be amended from time to time, or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XI: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XII: PROHIBITED ACTIVITIES

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of this corporation.

Section 2: 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.

Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501 (c) (3) or by a corporation contributions to which are deductible under I.R.C. Section 170 (c) (2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto subscribed her name and affixed her seals for the purpose of forming this corporation not-for-profit under the laws of the State of Florida this 10 day of July, 2003.

Alice Wentworth
Alice Wentworth, Incorporator

Signed, Sealed and Delivered in the Presence of:

Janet M. Onnie
Printed Name of First Witness

SUZANNE BOWEN
Suzanne Bowen
Printed Name of Second Witness

STATE OF FLORIDA
COUNTY OF SARASOTA

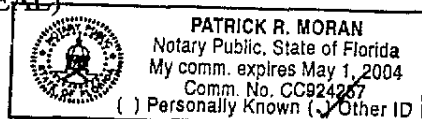
The foregoing instrument was acknowledged before me this 11 day of July, 2003, by Alice Wentworth, who is personally known to me or produced FL Driver License as identification.

Patrick R. Moran
Printed Name of Notary Public

Commission Expires: _____

Commission Number: _____

(SEAL)



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
Jack W. Merritt

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