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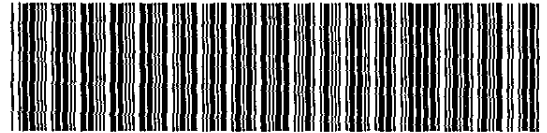
(Business Entity Name)

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September 23, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Coordinated Child Care Properties, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION
OF
COORDINATED CHILD CARE PROPERTIES, INC.
(A Corporation Not-for-Profit)

FILED
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DIVISION OF CORPORATIONS
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The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation shall be:

COORDINATED CHILD CARE PROPERTIES, INC.

ARTICLE II.
ADDRESS

The street address and the mailing address of the corporation is 6698 68th Ave. N., Suite B, Pinellas Park, FL 33781-5015.

ARTICLE III.
DURATION

The corporation shall have perpetual existence.

ARTICLE IV.
PURPOSES

The corporation is organized to be a title holding entity within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), to exclusively hold title to property, collect income from that property, and to turn over the entire amount less expenses to Coordinated Child Care of Pinellas, Inc., a Florida not-for-profit corporation that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended; provided, that if Coordinated Child Care of Pinellas, Inc. no longer exists or is no longer described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, then such purposes of this corporation shall be for the benefit of one or more other entities that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as determined by the directors of this corporation.

ARTICLE V.
POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article IV hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Sections 501(c)(2) and 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 VI.
DISSOLUTION

No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively by distribution to the sole member of the corporation, Coordinated Child Care of Pinellas, Inc., if it then is a Florida not-for-profit corporation, that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or if the sole member is not so described and exempt then to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII.
MEMBERSHIP

(a) Coordinated Child Care of Pinellas, Inc., a Florida not-for-profit corporation, that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt

from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, shall be the sole member of this corporation.

(b) All other provisions for membership qualification, the manner of admission to membership, the classes of membership, and the rights and obligations of the members shall be as determined by the Board of Directors from time to time, and shall be set forth in the Bylaws of the corporation.

ARTICLE VIII.
BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. The Board of Directors shall be elected by the sole member of the corporation. Vacancies on the Board of Directors shall be filled by the sole member of the corporation. Any member of the Board of Directors elected by the sole member of the corporation to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Loretta Rieman
490 1 Ave. So.
St. Petersburg, FL 33701

Judi Vitucci
601 Sixth Street South
St. Petersburg, FL 33701

Susan Finlaw-Dusseault
655 Second Avenue S.
St. Petersburg, FL 33701

Claretha Harris
400 Cleveland Street
5th Floor
Clearwater, FL 33755

Susan Carlson
150 Second Ave. N.
Suite 1100
St. Petersburg, FL 33701

Diana Dickson
535 20th Avenue NE
St. Petersburg, FL 33704

Cathy Heverly
201 Overlook Drive NE
St. Petersburg, FL 33703

Marjorie Karvonen
7360 14th Street NE
St. Petersburg, FL 33702

Sue Ann Korsberg
6727 Ranger Drive
Tampa, FL 33615-2530

Toni J. Medjuck
5200 Seminole Blvd., Suite A
Madeira Beach, FL 33708

Dr. Myron Miller
10830 Navajo Drive
St. Petersburg, FL 33708

Jane S. Mulligan
4900 Memorial Highway (FS 3/3)
Tampa, FL 33634

Vera Spraggins
1388 62nd Terrace South
St. Petersburg, FL 33705

Grace Ignico
8200 Seminole Blvd.
Seminole, FL 33772

ARTICLE IX.
INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X.
BYLAWS

The sole member of the corporation, Coordinated Child Care of Pinellas, Inc., shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be: 6698 68th Ave. N., Suite B, Pinellas Park, FL 33781-5015.

The registered agent shall be: Guy M. Cooley.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

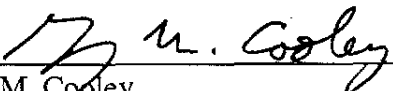
ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the sole member and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Guy M. Cooley, 6698 68th Ave. N., Suite B, Pinellas Park, FL 33781-5015.

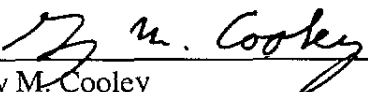
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 22 day of September, 2003.



Guy M. Cooley

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §617.0501, Florida Statutes, I agree to act as registered agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §617.0503, Florida Statutes.



Guy M. Cooley
Registered Agent