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David Williams

2379-0

FLORIDA NON-PROFIT CORPORATION

ST. FRANCIS CHILDREN'S DAYCARE, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. FRANCIS CHILDREN'S DAYCARE, INC.

ARTICLE I

Name

The name of the Corporation is St. Francis Children's Daycare, Inc. The street and mailing address of the principal office of the Corporation is 912 E. Sligh Avenue, Tampa, Florida, 33604.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for the charitable and religious purposes within the meaning of IRC Section 501 (c)(3). (In these Articles, the term IRC means the Internal Revenue Code of 1966, as amended and references to provisions of any future United States provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue law.) The Corporation may carry out its purposes directly, or by making distributions directly to other qualifying organizations. Such purposes shall include:

To serve as an outreach function of St. Francis Episcopal Church, under the auspices of the Episcopal Church in Southwest Florida, fulfilling the Great Commission of Jesus Christ, teaching others and respecting the dignity of every human being. To develop school ready children and help strengthen families by providing access to a nationally accredited preschool curriculum and a nutrition and family support program. Jesus said, "Whoever welcomes one of these little children in my name, welcomes me." Mark 9:36

- A. To provide each child a safe, secure and nurturing environment in which to help them become independent, self-confident, inquisitive and enthusiastic learners;
- B. To develop and oversee program offerings within the daycare in furtherance of that vision; and,
- C. Through the work of playing together, develop physically, build strong social-emotional abilities, and grow important cognitive and language skills.
- D. Collaborate with organizations dedicated to the care of, and physical/mental development of children; and,

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- E. To create a model for similar programs throughout the Tampa Bay community.
- F. Support the mission and vision of St. Francis Episcopal Church and the Episcopal Diocese of Southwest Florida and the Bishop.
- G. In furtherance of the objects and purposes aforementioned, to take, by purchase, gift, grant, devise or bequest, or to otherwise acquire any real or personal property or funds, or the rents, profits or income thereof, or both, whether located within or without the Episcopal Diocese of Southwest Florida, and to hold, manage, use, sell, convey, or otherwise dispose of the same, without limitation as to amount or value, for the benefit of its mission;
- H. To have and exercise such other rights and powers as may be vested in or granted to it by the Bishop or those acting under the authority for, or on behalf of, the Episcopal Diocese of Southwest Florida, and to exercise such other and further powers as may be necessary, incidental, or expedient to the exercise of the objects, purposes and powers above stated.

ARTICLE III

Activities and Restrictions

Section 1: The Corporation shall have all of the powers granted to Not For Profit corporations under the laws of the State of Florida.

Section 2: No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, officer or director of the Corporation.

Section 3: No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under IRC Section 501 (c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 4: No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual, officer or director of the corporation: provided, however, that such person may receive reasonable compensation for services rendered that are necessary to carrying out the exempt purposes of the Corporation.

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Section 5: The Corporation shall serve as an outreach function of St. Francis Episcopal Church under the auspices of the Episcopal Diocese of Southwest Florida. To that end, the Corporation shall promote the moral and spiritual values of the Christian tradition as professed by the doctrines of the Protestant Episcopal Church in the United States of America.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted by a corporation exempt from federal income tax under IRC Section 501 (c)(3) or by a corporation, contributions to which are deductible under IRC Section 170 (c)(2).

Section 6: No real property, title to which is to be held by or for the use of the Corporation, shall be accepted, nor shall any real property be held by or for the use of the Corporation, be encumbered, sold, alienated, transferred or conveyed without the prior consent and approval of the Bishop and Diocesan Council of The Diocese of Southwest Florida, Inc.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By-Laws from time to time, but shall not be less than three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the By-Laws.

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ARTICLE VI

Incorporators

The names and addresses of the persons signing these Articles of Incorporation, as incorporators are:

The Right Reverend John B. Lipscomb
Bishop of the Diocese of Southwest Florida
8411 25th Street E.
Parrish, Florida 34219

R. Scott Lowke
President, St. Francis Children's
Daycare Board of Directors
401 E. Jackson Street, Suite 2900
Tampa, Florida 33602 *es*
3514 Osprey Cove Dr.
Riverview, FL 33569

ARTICLE VII

Amendments

These Articles of Incorporation may be amended by the directors of the Corporation by such vote as may at the time be required by the Florida Not For Profit Corporation Act provided that no amendment shall substantially change the original purposes of the Corporation. Any such amendment, after being duly passed by a vote of the Board of Directors, shall be subject to approval of the Bishop and Diocesan Council of The Episcopal Diocese of Southwest Florida, Inc.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the corporation exclusively to the Episcopal Diocese of Southwest Florida, Inc., if it is then an exempt organization under IRC Section 501 (c)(3), or if it is not so exempt, or if it is no longer in existence, to one or more organizations that (is) are exempt organization(s) under IRC Section 501(c)(3) having purposes substantially similar to the Diocese as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

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ARTICLE IX

Principal Office: Designation of Registered Agent

The street address of the Corporation's initial registered office is 912 E. Sligh Avenue, Tampa, Florida, 33604 and the Registered Agent for service of process is R. Scott Lowke, 401 E. Jackson Street, Suite 2900, Tampa, Florida, 33602.

Executed in duplicate this 2nd day of September, 2003.

+ John B. Lipscomb
The Right Reverend John B. Lipscomb

R. Scott Lowke
R. Scott Lowke

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared R. SCOTT LOWKE, who is personally know to me and known to me to be the person described in the foregoing Articles of Incorporation as the Registered Agent, and who is familiar with and hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the Corporation is 401 E. Jackson St., Suite 2900, Tampa, Florida, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: R. Scott Lowke
R. Scott Lowke

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this 2nd day of September, 2003.

By: [Signature]
NOTARY PUBLIC

My Commission Expires:

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JO ANNE L. TINSCHERT
MY COMMISSION # 00219937
EXPIRES: June 11, 2007
Bonds That Budget Notary Services