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FLORIDA NON-PROFIT CORPORATION

PRESCHOOL IN THE PINES, INC.

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12-2-21

**ARTICLES OF INCORPORATION
OF
PRESCHOOL IN THE PINES, INC.
a Not for Profit Corporation**

I, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is PRESCHOOL IN THE PINES, INC.

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office/ mailing address of this Corporation is c/o Venice Presbyterian Church, 111 East Firenze Avenue, Venice, Florida 34285.

**ARTICLE III
PURPOSES**

This Corporation is hereby organized as a not for profit religious organization and is to be operated exclusively for early childhood care and education in a Christian environment, with emphasis on Christian values to children living in and around Venice, Florida. The Corporation is an integrated auxiliary of a church.

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ARTICLE IV
MEMBERS

There shall be one Member of the Corporation. The Member shall be Venice Presbyterian Church, Inc. In the event Venice Presbyterian Church, Inc. becomes insolvent or is dissolved, then the Member shall become the Peace River Presbytery or other designee determined by the Presbyterian Church (U.S.A.).

ARTICLE V
POWERS

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

Notwithstanding the foregoing, in buying, selling and mortgaging real property, the Trustees shall act only after the approval of the congregation of Venice Presbyterian Church, Inc. granted in a duly commissioned meeting. This provision shall not apply if Venice Presbyterian Church, Inc. is insolvent.

ARTICLE VI
BOARD OF TRUSTEES

1. Original Board of Trustees. The Corporation shall have nine (9) Trustees initially. The number of Trustees may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial Trustees of this Corporation are as follows:

LISA P. BATES	JOHN BOEVE
WILLIAM R. BRAND	JERRY V. JARRETT
BONNIE J. JOHNSTON	TRICIA R. LONG
CHRISTOPHER J. ROMIG	CAROL J. SIMON
WAYNE M. STARR	

2. Management by Trustees. The property, business and affairs of the Corporation shall be managed by the Board of Trustees. The presence of a majority of the Trustees shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Trustees, including an annual meeting. Notwithstanding the foregoing, provided Venice Presbyterian Church, Inc. is the sole Member, the powers and duties of the Board of Trustees shall not infringe upon the powers and duties of the Session of Venice Presbyterian Church, Inc.

3. Election of Board of Trustees. The method for the election or appointment of the Board of Trustees of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office shall be 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021 and the initial registered agent located at such address is Robert M. Kramer, Esquire.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Trustees of the Corporation. Notwithstanding the foregoing, the Bylaws shall not be altered, amended or repealed without the consent of the Member.

ARTICLE IX
DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to Venice Presbyterian Church, Inc., provided such recipient organization is not insolvent, and if such recipient organization is insolvent, then to the Peace River Presbytery for the benefit of the Presbyterian Church (U.S.A.). In all events the recipient

organization must meet the requirements of Section 501(c)(3) of the Internal Revenue Code at such time, or as otherwise provided by law.

ARTICLE X **AMENDMENT**

These Articles of Incorporation may be amended by the Board of Trustees of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each Trustee at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all Trustees are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Trustees. Notwithstanding the foregoing, the Articles of Corporation shall not be altered, amended or repealed, without the consent of the Member.

ARTICLE XI **DEDICATION OF ASSETS**

This Corporation is irrevocably dedicated to religious, charitable and educational activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officers or member thereof or to the benefit of any private individual.

ARTICLE XII **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

DEC-01-2005 13:01

KRAMER GREEN

(((H05000276064 3))) P.08/09

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on the 1st day of December, 2005.


Robert M. Kramer, Incorporator

STATE OF FLORIDA }
 } S.S.
COUNTY OF BROWARD }

BEFORE ME personally appeared ROBERT M. KRAMER to me well known to be the
person described in and who subscribed the above Articles of Incorporation and he freely and
voluntarily acknowledged before me according to law that he made and subscribed the same
for the uses and purposes therein mentioned and set forth. He is personally known and he
took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this
1st day of December, 2005.

My Commission Expires:



DAWN R. BIDAY
MY COMMISSION # DD 102502
EXPIRES May 21, 2008
Served Two Decades Notary Service


NOTARY PUBLIC

Dawn R. Biday
Typewritten Name of Notary

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

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST -- That PRESCHOOL IN THE PINES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o Venice Presbyterian Church, Inc., 111 East Firenze Avenue, Venice, Florida 34285, State of Florida, has named Robert M. Kramer, Esquire located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida 33021, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

ROBERT M. KRAMER

TITLE: Incorporator

DATE: December 1, 2005

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: ROBERT M. KRAMER
Registered AgentDATE: December 1, 2005

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