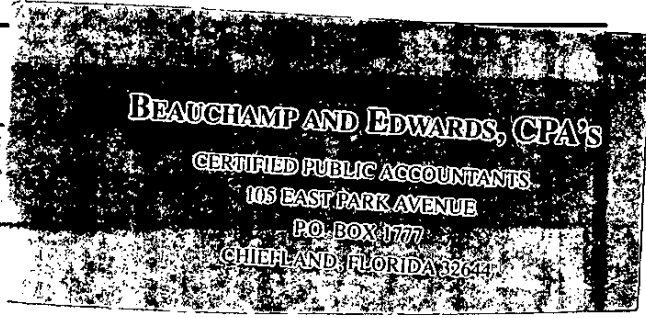


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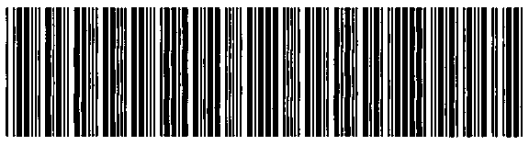
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6-23

ARTICLES OF INCORPORATION  
OF  
MARY'S LITTLE LAMBS, INC.

FILED  
06 JUN 22 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is Mary's Little Lambs, Inc., 307 SW 5<sup>th</sup> Street, Chiefland, Florida 32626.

ARTICLE 2

NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida. 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 the Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration of the corporation is perpetual.

ARTICLE 4

PURPOSES

The corporation is organized, and shall be operated exclusively for providing day care services, so as to educate, aid, train and care primarily for culturally deprived children and to promote the physical, emotional and intellectual development of such children; to employ specialists in childcare and development, directors and such other personnel as may be needed in the operation of the day care center.

The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 ©(3) of the Internal Revenue Code of 1954 or corresponding provisions of any federal tax laws, including, for such purposes, the making of distributions to organization which qualify as tax-exempt organizations under that code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political cambering on behalf of any candidate for public office.

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

## ARTICLE 5

### LIMITATION

No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its Members, Trustees or Officers, but 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 4 hereof.

## ARTICLE 6

### MEMBERS

The corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of the members of the corporation. The Bylaws may provide for nonvoting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial voting member is as follows:

Mary Golding  
4712 Piedmont Court  
Orlando, FL 32811

Icer B. Roberts  
303 SW 5<sup>th</sup> Street  
Chiefland, FL 32626

Robert J. Beauchamp  
105 E. Park Avenue  
Chiefland, FL 32626

## ARTICLE 7

### INITIAL REGISTERED OFFICE & AGENT

The street address of the initial Registered Office of the Corporation is 105 E. Park Avenue, Chiefland, FL 32626, and the name of its initial Registered Agent at that address is Robert J. Beauchamp.

## ARTICLE 8

### 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. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the Directors annually. The Bylaws 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:

Mary Golding  
4712 Piedmont Court  
Orlando, FL 32811

Icer Roberts  
303 SW 5<sup>th</sup> Street  
Chiefland, FL 32626

Robert J. Beauchamp  
105 E. Park Avenue  
Chiefland, FL 32626

## ARTICLE 9

### OFFICERS

The officers of the corporation shall consist of a President, Secretary, Treasurer and other such officers and assistants as may be provided in the Bylaws. 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 Bylaws. The name and address of each initial officer of the corporation is as follows:

Mary Golding  
4712 Piedmont Court  
Orlando, FL 32811

President

Icer Roberts  
303 SW 5<sup>th</sup> Street  
Chiefland, FL 32626

Vice-President

Robert J. Beauchamp  
105 E. Park Avenue  
Chiefland, FL 32626

Secretary/Treasurer

ARTICLE 10  
INCORPORATORS

Mary Golding  
4712 Piedmont Court  
Orlando, FL 32811

ARTICLE 11

BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE 12

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE 13

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Article of Incorporation.

ARTICLE 14

NONSTOCK BASIS

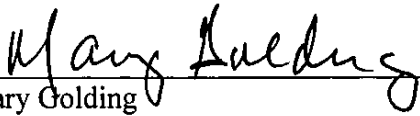
This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.


ARTICLE 15

DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempted from federal income tax as organizations described in Section 501©(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future US Internal Revenue Law, or the federal, state or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 20<sup>th</sup>, day of June, 2006.

  
\_\_\_\_\_  
Mary Golding

  
\_\_\_\_\_  
Robert Beauchamp

STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on this 20th day of June, 2006, an officer duly qualified to take acknowledgements, personally appeared before Robert J. Beauchamp, personally known to me, in the County and State last aforesaid. No oaths were taken.

Heidi L. Hansen

Notary Public

Heidi L. Hansen

Notary Printed Name



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Mary's Little Lambs, Inc., which is contained in the foregoing Article of Incorporation.

DATED this 20<sup>th</sup> day of June, 2006.



Robert J. Beauchamp  
Registered Agent

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