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NO 70000001917

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FLORIDA PROFIT/NON PROFIT CORPORATION

Gracekids Academy, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
GRACEKIDS ACADEMY, INC.

ARTICLE I. - NAME

The name of this corporation is "GraceKids Academy, Inc."

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate as a subsidiary of Grace Church of Greater Orlando, Inc., a Florida Not For Profit and to operate day-care center and perform other subsidiary functions on behalf of Grace Church of Greater Orlando, Inc., a Florida Not For Profit.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Not For Profit Corporation Act under Chapter 617, Florida Statutes.

ARTICLE V. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 1765 W. State Road 434, Longwood, Florida 32750 and the name of the initial registered agent of this corporation is Thomas P. Moran, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, which office shall serve as the registered office of the corporation.

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Clark Whitten
1765 West State Road 434
Longwood, Florida 32750

Beth Helton
1765 West State Road 434
Orlando, Florida 32835

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Clark Whitten
1765 West State Road 434
Longwood, Florida 32750

ARTICLE VIII - MANNER OF ELECTION

The directors shall be elected in accordance with the Bylaws of the Corporation and the ByLaws of Grace Church of Greater Orlando, Inc., a Florida Not For Profit.

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors in accordance with the Corporation's ByLaws.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of directors and officers, including the time, place, and manner of calling such meetings, shall be fixed by the ByLaws of the corporation.

ARTICLE XII- ORGANIZATION AND DISSOLUTION

This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal income tax code, or shall be distributed to the federal government, or to a state or

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local government, for a public purpose. Any such assets not disposed of shall be disposed by the Circuit Court 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 such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of February, 2007.

Clark Whitten (SEAL)
Clark Whitten
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clark Whitten, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 21 day of February, 2007.

Valli Ritenour
Notary Public, State of Florida
My Commission Expires:

VALLI S. RITENOUR
Notary Public, State of Florida
My comm. exp. Sept. 6, 2008
Comm. No. DD 344600

Feb. 22. 2007 4:05PM

No. 5809 P. 5/5

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Thomas P. Moran
Registered Agent

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