

NO 7000006453

Florida Department of State
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Account Name : JANE YEAGER CHEFFY
Account Number : I19980000051
Phone : (239) 263-1130
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DIVISION OF CORPORATIONS
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COR AMND/RESTATE/CORRECT OR O/D RESIGN**GIGGLES CHILDCARE AND LEARNING CENTER, INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Giggles Childcare & Learning Center, Inc.

DOCUMENT NUMBER: N07000006453

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jane Yeager Cheffy

(Name of Contact Person)

Jane Yeager Cheffy, Attorney at Law

(Firm/ Company)

2375 N Tamiami Trail, Suite 310

(Address)

Naples, Florida 34103

(City/ State and Zip Code)

For further information concerning this matter, please call:

Lucy D'Amico

(Name of Contact Person)

at (239) 263.1130

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



September 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GIGGLES CHILDCARE AND LEARNING CENTER, INC.

P.O. BOX 112075

NAPLES, FL 34108

SUBJECT: GIGGLES CHILDCARE AND LEARNING CENTER, INC.

REF: N07000006453

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H07000228915
Letter Number: 507A00054412

RECEIVED
2007 SEP 25 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

Articles of Amendment
to
Articles of Incorporation
of

Giggles Childcare and Learning Center, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000006453

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV: Board of Directors - amended

Article VI: Officers - amended

Article IX: Term of Existence; Distribution of assets upon dissolution - amended

Article X: Not for Profit - amended

(Attach additional pages if necessary)
(continued)

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DIVISION OF CORPORATIONS
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The date of adoption of the amendment(s) was: September 13, 2007

Effective date if applicable: September 13, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jerome Bronson

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
GIGGLES CHILDCARE AND LEARNING CENTER, INC.
a Florida corporation not for profit**

The undersigned, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be GIGGLES CHILDCARE AND LEARNING CENTER, INC.

ARTICLE II: ADDRESS

The principal place of business is 2248 Airport Road South, Naples, Florida 34112 and mailing address of this corporation shall be P.O. Box 112075, Naples, FL 34108

ARTICLE III: PURPOSE

The purposes of the corporation are to provide the following services for the families of children from age infant to public school age (up to and including grade five):

- A. Provide child care; and
- B. Provide a learning program for children; and
- C. Provide free parenting workshops (including free child care while attending the workshop) for the general public; and
- D. Provide financial assistance for tuition for low income families; and
- E. Provide breakfast, lunch and snacks free to the children; and
- F. Provide any other goods or services allowed by Florida law.

In addition to the foregoing, the purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE IV: BOARD OF DIRECTORS

The manner in which the directors are elected or appointed is provided for in the Bylaws of the Corporation. The initial Board of Directors of the Corporation shall consist of three (3) Directors. The number of Directors may be either increased or decreased from time to time by the Directors, but shall never be less than three (3) nor more than seven (7). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Directors or until successors have been elected and qualified, are as follows:

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GRETA ELAINE CHERRY, 2286 Arbour Walk Circle #1428, Naples, FL 34109

JEROME BRONSON, 6070 Copper Leaf Lane, Naples, FL 34116

JEROME CHRISTOPHER BRONSON, 3323 Airport Road, Apt. M-4, Naples, FL 34105

ARTICLE V: POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI: OFFICERS

The officers of the Corporation shall be a President, Vice President and a Secretary/Treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The initial officers who shall serve until successors have been elected and qualified are as follows:

President: GRETA ELAINE CHERRY
Vice President JEROME BRONSON
Secretary/Treasurer JEROME CHRISTOPHER BRONSON

ARTICLE VII: REGISTERED AGENT

The name and street address of the initial registered agent is JANE YEAGER CHEFFY, Esq., 2375 Tamiami Trail North, Suite #310, Naples, FL 34103.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is JANE YEAGER CHEFFY, 2375 Tamiami Trail North #310, Naples, FL 34103.

ARTICLE IX: TERM OF EXISTENCE; DISTRIBUTION OF ASSETS UPON DISSOLUTION

This Corporation shall commence upon the execution of these Articles and shall exist perpetually. Provided, however that in the event of 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 for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: NOT FOR PROFIT

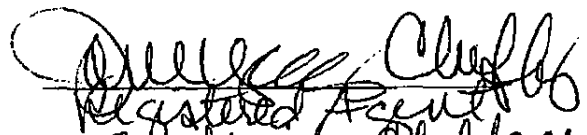
The Corporation shall have no shareholders or members. The Association shall not be operated for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable

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to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of September, 2007.


Registered Agent
For Giggles Childcare
and Learning Center Inc.

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