

Florida Department of State
 Division of Corporations
 Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000299636 3)))



H070002996363ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 617-6380

From:

Account Name : JANE YEAGER CHEFFY
 Account Number : I19980000051
 Phone : (239) 263-1130
 Fax Number : (239) 263-3827

2007 DEC 14 PM 3:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

GIGGLES CHILDCARE AND LEARNING CENTER, INC.

RECEIVED
 2007 DEC 14 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

12-14-07
 10-14-07

((H07000299636 3))

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

FILED
2007 DEC 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

This organization is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code.

The charitable 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

ARTICLES OF INCORPORATION

Page 1 of 3

((H07000299636 3))

(((H07000299636 3)))

serve as Directors until the first annual meeting of the Directors or until successors have been elected and qualified, are as follows:

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.

ARTICLES OF INCORPORATION

Page 2 of 3

(((H07000299636 3)))

Dec. 14 2007 12:42PM P3

PHONE NO. : 941 263 3827

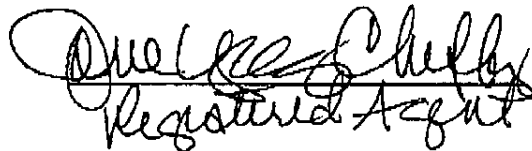
FROM :

((H07000299636 3)))

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 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 14th day of December, 2007.


Registered Agent