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DIVISION OF CORPORATIONS
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GLEN C. ABBOTT

ATTORNEY AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Phone: (352)795-5699

Fax: (352)795-0432

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P.O. Box 2019
Crystal River, FL 34423

November 16, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: N.O.E.L. Providers of Citrus County, Inc.


To Whom It May Concern:

Please file the enclosed Articles of Incorporation for N.O.E.L. PROVIDERS OF CITRUS COUNTY, INC., a Florida Non-Profit Corporation and send a certified copy of the Articles to this office after they are filed.

We have enclosed our check in the amount of \$78.75 for the filing fee and cost of the certified copy.

Thank you.

Yours truly,



GLEN C. ABBOTT

GCA/nc
Enc.

**ARTICLES OF INCORPORATION
OF
N.O.E.L. PROVIDERS OF CITRUS COUNTY, INC.
A Non-Profit Corporation
In Compliance with Chapter 617.F.S.**

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Articles of Incorporation of the undersigned, who is acitizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, does hereby certify:

ARTICLE I - NAME

The name of the corporation is N.O.E.L. PROVIDERS OF CITRUS COUNTY, INC. The Corporation shall be referred to in this instrument as "the Corporation"; these Articles of Incorporation as "Articles"; and the Bylaws of the corporation as "Bylaws".

ARTICLE II – PRINCIPAL OFFICE

The principal place of business for the Corporation is 125 Talmadge Avenue, Inverness, Florida, 34450; and the mailing address of the corporation is the same.

ARTICLE III-PURPOSE

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

The specific purpose of the corporation is the Network of Early Learning providers (N.O.E.L.) that was created to bring together Early Learning Directors and other individuals or groups who are interested in advancing the early learning profession in Citrus County.

ARTICLE IV- DIRECTORS

The names and addresses of the persons who are the initial Directors of the corporation are as follows:

Charlotte Eadler, 125 Talmadge Avenue, Inverness, FL 34450
Debra Waller, 5640 South Florida Avenue, Floral City, FL 34436
Lori Barnes, 11 North Melbourne Street, Beverly Hills, FL 34465

and they shall serve in such capacity until their successors are elected or appointed by the Members of the corporation.

ARTICLE V-CORPORATE EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI- DISSOLUTION OF CORPORATION

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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII-INITIAL REGISTERED OFFICE & AGENT

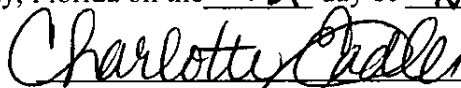
The street address in Florida of the initial registered office of the corporation is 125 Talmadge Avenue, Inverness, Citrus County, Florida and the name of the initial registered agent at such address is CHARLOTTE EADLER.

ARTICLE VIII-INCORPORATOR

The name and address of the Incorporator is as follows:

Charlotte Eadler
125 Talmadge Avenue
Inverness, FL 34450

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Citrus County, Florida on the 1ST day of NOV 2007.


CHARLOTTE EADLER

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for N.O.E.L. PROVIDERS OF CITRUS COUNTY, INC., I hereby accept the designation as Registered Agent for said Corporation and agree to act in this capacity.

Dated NOV 15, 2007


CHARLOTTE EADLER

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