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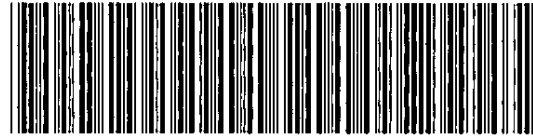
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

T. Burch MAY 20 2008

May 20, 2008

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

SUBJECT: Kids Village, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for Kids Village, Inc. and a check for : \$78.75

FROM: Mike Watkins
Name (Printed or typed)

1000 W. Tharpe Street, Suite 24
Address

Tallahassee, FL 32303
City, State & Zip

850.556.0149
Daytime Telephone Number

ARTICLES OF INCORPORATION

OF

KIDS VILLAGE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 618, Florida Statutes, does hereby make, subscribe, adopt, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I
NAME

The name of the Corporation shall be Kids Village, Inc.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The purposes for which the Corporation is organized are:

In particular, to provide early education and related services to children in the State of Florida. In general, to do any and all acts and things, and to exercise any and all powers which now and hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as thereafter amended ("Code"). In connection therewith and as limited thereby, the purposes for which the Corporation is formed are

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(i) to provide early education to children being readied for school; (ii) to provide education to children in need of after-school; (iii) to make available appropriate developmental and behavioral services to facilitate growth; (iv) to prevent the occurrence and reoccurrence of maltreatment of children; (iv) to provide community education about the needs and issues of children in furtherance of the tax exempt purposes of this Corporation and to those ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation; or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing directors of officers except as permitted under the Code; and (v) to engage in other charitable endeavors from time to time.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

The Corporation is not organized for any fraudulent purpose or to mislead any creditors by is created for the sole purpose of acting as the lead agency in the privatization of foster care services in accordance with Section 409.1671, Florida Statutes.

ARTICLE IV **POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized, including, but not limited to, providing early education to children being readied for school; providing education to children in need of after-school; making available appropriate developmental and

behavioral services to facilitate growth; preventing the occurrence and reoccurrence of maltreatment of children; and providing community education about the needs and issues of children in the furtherance of the tax exempt purposes of this Corporation. To these ends, the Corporation shall also have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any real, personal, tangible or intangible property, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles, the Bylaws of the Corporation, or any laws applicable thereto.

In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE V **PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The Corporation's principal office and/or mailing address to which the Secretary of State may mail any required notices shall be 1000 W. Tharpe Street, Suite 24, Tallahassee, Florida 32303.

ARTICLE VI **REGISTERED AGENT AND OFFICE**

The Corporation designates Michael Watkins as its initial registered agent.

The street address of the Corporation's registered office shall be 1000 W. Tharpe Street, Suite 24, Tallahassee, Florida 32303.

ARTICLE VII

MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates or stock.

ARTICLE VIII

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (7) natural persons who are eighteen (18) years of age or older but who need not be residents of Florida. The number of directors shall be fixed in the Bylaws of the Corporation. The number of directors may be adjusted from time to time by the Board of Directors as provided in the Bylaws of the Corporation.

The duration, term, and number of permitted terms of the directors and filling of vacancies shall be as set forth, from time to time, in the Bylaws. The Bylaws may provide for the removal of directors and the loss or suspension of voting rights of directors.

The initial directors shall consist of Michael Watkins, Chairperson, 3722 Longfellow Road, Tallahassee, FL 32311; Reginald Johns, Treasurer, 6322 Oak Knoll

Road, Panama City, FL 32404; Wayne Folsom, Secretary, 754 Duparc Circle, Tallahassee, FL 32312.

ARTICLE IX

OFFICERS

The officers of the Corporation shall consist of a President and Secretary and, at the discretion of the Board of Directors, a Treasurer and one or more Vice Presidents, each of whom shall be a natural person of eighteen (18) years of age or older. The Board of Directors may elect or appoint such other officers and assistant officers and agents as may be deemed necessary. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term in accordance with the Bylaws of the Corporation.

All officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as are provided in the Bylaws.

ARTICLE X

ELECTION OR APPOINTMENT OF DIRECTORS

Directors of the Corporation shall be elected or appointed in the manner provided by and consistent with these articles and the Bylaws of the Corporation. Directors hereafter shall be appointed by unanimous vote of the initial directors.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation shall be approved by a unanimous vote of the Board of Directors, and thereafter may be altered or rescinded by a unanimous vote of the Board of Directors at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE XII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII
DISSOLUTION AND DISTRIBUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified ad exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XIV
INCORPORATOR


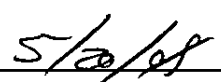
The Corporation is being incorporated by Michael Watkins, 3722 Longfellow Road, Tallahassee, FL 32311.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Michael Watkins, Registered Agent

Date

Michael Watkins, Incorporator

Date