

$P_S \ 8/24/11$

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

RECEIVED

11 AUG 23 AM 11:25

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Leon Association For The Education of Young Children Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☒ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

11 AUG 23 AM 8:13

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Tamsin Kilmer, Treasurer  
(Name) (Title)  
of Leon Association for the Education of Young Children Corporation a foreign Corporation  
(Corporation Name)  
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 19, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Washington, D.C.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Leon Association for the Education of Young Children Corporation
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Leon Association for the Education of Young Children Corporation
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Treasurer, of Leon Association for the Education of Young Children Corporation  
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done  
so this the 30 day of July, 2011

Tamsin Kilmer  
(Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

11 AUG 23 AM 8:13

**ARTICLES OF INCORPORATION  
OF  
LEON ASSOCIATION FOR THE EDUCATION  
OF YOUNG CHILDREN CORPORATION**

The undersigned, acting as the incorporator of Leon Association for the Education of Young Children Corporation, adopts the following Articles of Incorporation for such corporation pursuant to Florida Statutes Chapter 617.

**ARTICLE I - NAME**

The name of the corporation shall be Leon Association for the Education of Young Children Corporation (the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized and shall be operated exclusively for scientific, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized for the purpose of serving the needs and interests of young children by providing developmental and educational resources to adults who work with children and furthering the national, voluntary accreditation system for early childhood programs as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and the United States.

**ARTICLE III - MEMBERSHIP**

The Corporation shall have one class of members with voting power and provided in the Bylaws of the Corporation. The membership criteria for the Corporation shall be provided for in the Bylaws.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Suzanne Gellens, and the street address of the initial registered office of the Corporation is 3026 West Main Street, Tampa, Florida 33607.

**ARTICLE V - MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 3026 West Main Street, Tampa, Florida 33607.

**ARTICLE VI - DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

## ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of at least three directors. The Corporation shall initially have five directors, and thereafter, the number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors will never be less than three. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jacqueline B. Clemens	3128 Tipperary Drive Tallahassee, Florida 32309
Michelle Craig Jones	3700 Capital Circle SE #205 Tallahassee, Florida 32311
Stacy Gulbrand	1611 Folkstone Road Tallahassee, Florida 32312
Tamsin Kilmer	3336 Gallant Fox Trail Tallahassee, Florida 32309
Mara McElroy Spencer	971 Briar Cliff Road Tallahassee, Florida 32308

## ARTICLE VIII - INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. In addition, the following provisions shall apply

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 distributions in furtherance of the purposes set forth above. 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.

(b) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Code). Or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Code).

## ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the board of directors shall determine. 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 X - BYLAWS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.


## ARTICLE XI - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

## ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jody P. Keeling, 100 North Tampa Street, Suite 4100, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 26 day of July, 2011

  
\_\_\_\_\_  
Jody P. Keeling, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 23 AM 8:13

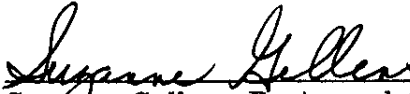
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Leon Association for the Education of Young Children Corporation, desiring to organize under the laws of the State of Florida, has named Suzanne Gellens as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced corporation at 3026 West Main Street, Tampa, Florida 33607, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this 29 day of July, 2011

  
Suzanne Gellens, Registered Agent

#10349742\_v1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 23 AM 8:13