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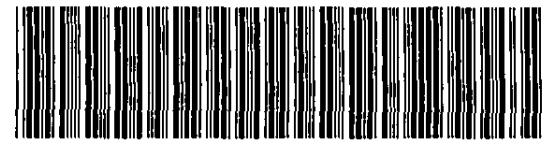
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MD 12/21



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 467078 7790422

AUTHORIZATION

COST LIMIT \$ 78.75

*Spudde man*

12 DEC 20 AM 8:18  
STATE OF FLORIDA  
CORPORATION SERVICE COMPANY

ORDER DATE : December 19, 2012  
ORDER TIME : 11:44 AM  
ORDER NO. : 467078-005  
CUSTOMER NO: 7790422

DOMESTIC FILING

NAME: SMALL WONDERS CHILD  
DEVELOPMENT CENTER OF  
LAKELAND, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 52949

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**SMALL WONDERS CHILD DEVELOPMENT CENTER OF LAKE\$LAND, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I – Name

The name of the Corporation is **SMALL WONDERS CHILD DEVELOPMENT CENTER OF LAKE\$LAND, INC.**

ARTICLE II - Principal Office  
and Mailing Address of the Corporation

The address of the principal office of the Corporation is 4777 Lakeland Highlands Road, Lakeland, Florida 33813 and its mailing address is 4777 Lakeland Highlands Road, Lakeland, Florida 33813.

ARTICLE III – Duration

The Corporation shall have perpetual existence until dissolved in accordance with these Articles of Incorporation.

ARTICLE IV – Purpose

Section 4.1 Purposes.

A. The Corporation is organized and shall operate 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 corresponding sections of any prior or future United States Internal Revenue Code (the "IRC"). The Corporation's activities shall be limited to exempt purposes described in Section 501(c)(3) of the IRC, and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. More specifically, but without in any manner limiting or conflicting with the immediately preceding two sentences, the specific purposes for which the Corporation is created are to support, care for, educate, rear, and train infants and children in a Christian setting through a variety of services, including day care and other related services which directly, indirectly, or incidentally promote the spiritual, mental, physical and emotional health of

infants and children. In the furtherance of its exempt purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations, institutions and entities carrying on exempt activities.

B. The Corporation shall have and exercise all powers necessary or convenient to affect any and all of the purposes for which the Corporation is organized, including but not limited to the power to do any and all things necessary or proper for the accomplishment of the foregoing purposes including, to contract and pay for personal services, to contract for, take by deed, gift or devise, receive, hold, possess, manage, borrow, rent, lease, loan, assign, convey, sell and dispose of in any manner any real or personal property or both and act as trustee, or be beneficiary of a trust, using and applying 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 under Section 501(c)(3) of the IRC.

C. Any references herein to the IRC and provisions thereof shall include corresponding sections of any prior or future United States Internal Revenue Code or any future corresponding federal tax code or law.

Section 4.2 Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under Florida law, however, notwithstanding anything herein to the contrary, the Corporation may exercise only such powers as are in the furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the IRC and its regulations as the same now exist, or as they may be hereafter amended from time to time. The Corporation may undertake an activity for financial gain only if and to the extent the activity will promote the Corporation's primary purposes specified herein. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, trustee, member, or officer of the Corporation or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reimburse expenditures, and to make payments and distributions in furtherance of the purposes set forth in this Article IV. 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, however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.

Section 4.3 Dissolution. In the event of the dissolution of the Corporation, after paying or adequately providing for the debts or obligations of the Corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of the Corporation, to be used exclusively for one or more exempt purposes within the meaning of Sec. 501(c)(3) of the Code, or 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; or to a corporation,

trust or community chest fund of the corporation which is (a) created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory or the District of Columbia; (b) organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; (c) no part of the net earnings of which inures to the benefit of any private shareholder or individual; and (d) no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation. No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the Code, and which is recognized as such by the Internal Revenue Service.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Polk County, Florida, or other county where the principal office of the Corporation is then located, to be used exclusively for such purposes or distributed to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V - Membership**

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors, as set forth below and further described in the Corporation's bylaws.

**ARTICLE VI - Board of Directors**

The affairs of the Corporation shall be managed by a board of directors of not less than five (5) and not more than nine (9) members. The authorized number, terms of office, qualifications and manner of election and appointment of members of the board of directors of the Corporation shall be as set forth in the bylaws of the Corporation. No director of the Corporation shall be personally liable for any error in judgment or action taken in good faith. Unless otherwise required by law, the directors shall not be required to obtain a bond.

The names and addresses of the initial board of directors of the Corporation are:

	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
1.	Sarah Rodgers	2030 Hoof Print Lane, Lakeland, Florida 33811
2.	Joleen Golden	2314 East Meadows Court, Lakeland, Florida 33812
3.	Karen Lafferty	706 Highland Gardens Lane, Lakeland, Florida 33813
4.	Cheryl Martinez	1308 Longoak Drive South, Lakeland, Florida 33811
5.	Auburn Thompson	716 Glendale Street, Lakeland, Florida 33803

ARTICLE VII – Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII – Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

12 DEC 20 12:11 PM '12

ARTICLE IX – Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the board of directors of the Corporation.

ARTICLE X – Initial Registered Office and Agent

The name and street address of the initial registered agent and office of the Corporation are:

NAME

ADDRESS

Craig B. Hill, Esquire

Law Office of Craig B. Hill, P.L.  
625 East Lime Street, Suite 5  
Lakeland, FL 33801

Having been named as registered agent to accept service of process for the 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.

C.B. Hill

12/19/12

Required signature of Registered Agent

Date

ARTICLE XI – Incorporator

The name and street address of the incorporator to these articles of incorporation are:

NAME

ADDRESS

Cheryl Martinez

1308 Longoak Drive South, Lakeland, Florida 33811

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Sec. 817.155, Florida Statutes.

Cheryl Martinez

Required signature of Cheryl Martinez, Incorporator

12/19/12

Date

2 DEC 20 AM 9:19  
NOTARY PUBLIC  
STATE OF FLORIDA

ARTICLE XII – Effective Date

The effective date shall be the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 19 day of December, 2012.

Cheryl Martinez

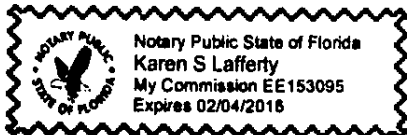
Cheryl Martinez, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Cheryl Martinez, who  is personally known to me or who  has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 19 day of December, 2012, at Lakeland, Florida.

(NOTARIAL SEAL)



Karen Lafferty  
Notary Public  
State of Florida at Large