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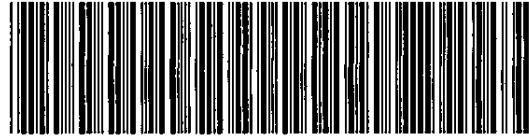
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 NOV 13 AM 8:08

APPROVED
AND
FILED

COVER LETTER

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

SUBJECT: LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARIA REGUEIRO

Name (Printed or typed)

4425 W 20TH AVENUE

Address

HIALEAH, FL 33012

City, State & Zip

305-821-3333- EXT. 1002

Daytime Telephone number

nmitjans@fnu.edu

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 22, 2015

MARIA REGUEIRO
4425 W 20TH AVE
HIALEAH, FL 33012

SUBJECT: LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC.
Ref. Number: W15000070229

We have received your document for LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 615A00022444



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2015

MARIA REGUEIRO
4425 W 20TH AVE
HIALEAH, FL 33012

SUBJECT: LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC.
Ref. Number: W15000070229

We have received your document for LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

**** We do not accept double sided forms.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 615A00022444



Little Angels Children Development Center

A child's garden of knowledge and love

Ms. Valerie Herring
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Reference: Little Angels Children Development Center, Inc. Nonprofit organization
4425 W. 20th Avenue
Hialeah, FL 33012

Dear Ms. Herring,

The officer of Little Angels Children Development Center, Inc. (for profit organization) releases it name, so it may be used by Little Angels Children Development Center, Inc. (Nonprofit organization).

The attached Articles of Incorporation are revised and approved by the board of director of the nonprofit corporation.

Please contact Larry C. Howlett of Larry C. Howlett, CPA, PLLC at 631 Newberry Street, Bowling Green, KY 42103 or by telephone 270-842-4242 if additional information is needed.

Thanks in advance for the registration of these Articles of Incorporation.

Sincerely,

Maria C. Regueiro, President of the Board of Directors

FILED
TALLAHASSEE, FL 32314

15 OCT 26 PM 3:43

RECEIVED

2

4425 West 20 Avenue • Hialeah, Florida 33012

Phone: (305) 821-3333 Ext. 1034

APPROVED
AND
FILED

15 NOV 13 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC.**

We, the undersigned, voluntarily form a nonstock, nonmember, nonprofit corporation pursuant to and under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes and hereby certify:

ARTICLE I

The name of the corporation is Little Angels Children Development Center, Inc.

ARTICLE II

Purpose of the Corporation

The purpose of this corporation is to provide a comprehensive educational development program for infants and young children.

In carrying out its exempt purposes, the organization shall have all of the powers allowed nonprofit corporations by Chapter 617 of the Florida Statutes to such extent that such powers do not violate Section 501(c)(3) of the Internal Revenue Code.

The corporation is formed exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws.

ARTICLE III

Operations Prohibitions

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 distributions in furtherance of the purposes set forth in these Articles of Incorporation. 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 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 in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation,

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IV

Dissolution Clause

Upon the dissolution of the corporation, its 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

ARTICLE V

Duration

The duration of the corporation shall be perpetual.

ARTICLE VI

Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

Paragraph 2 Definitions

1. Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

2. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which the organization has a transaction or arrangement, (b) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or (c) a potential ownership or

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3 Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Compensation - Compensation includes direct or indirect remuneration as well as bonuses, retirement plan payments, unreimbursed allowances, certain portion of life insurance premiums, gifts, and favors that are not insubstantial.

Paragraph 3 Procedures

1. Duty to Disclose – In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Board of Directors and members of committees which have governing board delegated powers and which are considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After the disclosure of the financial interest and all material facts, and after any discussion with the board or committee, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedure for Addressing the Conflict of Interest – An interested person may make a presentation at the governing board or committee meeting, but after the presentation, she/he shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the potential conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising the necessary due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement which does not involve a conflict of interest is not reasonably attainable under the circumstances, the governing board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the organization's best interest, for its own interest, and whether it is fair and reasonable. In conformity with the

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

~~above determination, the governing board or committee shall make its decision as to whether to enter in the transaction or arrangement.~~

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflict of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation, as warranted by the circumstances, the governing board or committee determines the member failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Paragraph 4 Records of Proceedings

The minutes of the governing board and all committees with the board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest; (b) the nature of the financial interest, (c) the governing board's or committee's decision as to whether a conflict of interest in fact existed; (d) the minutes shall also contain the names of persons who were present for discussions and votes relating to the transaction or arrangement; (e) the content of the discussions, including any alternatives to the proposed transaction or arrangement, and (f) a record of any votes taken in connections with the proceedings.

Paragraph 5 Compensation

A voting member of the governing board, who receives compensation, directly or indirectly, from the organization for services, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee, with jurisdiction over compensation matters who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing boards or any committee whose jurisdiction over compensation matters, who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Paragraph 6 Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers, shall annually sign a statement which affirms such person has received a copy of the conflict policy, has read and understands such policy, has agreed to comply with the policy, and understands that organization is charitable and that in order to

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Paragraph 7 Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (1) whether compensation arrangements are reasonable, are based on competent survey information, and the result of arm's length bargaining; (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, advance charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Paragraph 8 Use of Outside Experts

When conducting the periodic reviews, as provided for in Paragraph 7, the organization may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Any director, officer, or key employee, who has an interest in a contract or other transaction presented to the Board of Directors or a committee, thereof, for authorization, approval, or ratification, shall make a prompt and full disclosure of his interest to the Board or a committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall, thereupon, determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that the conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use her/his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from the voting and participation, and whether a quorum was present.

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

ARTICLE VII

Employment of Board Members

Individuals on the Board of Directors that are employed by the corporation will:

1. Be compensated in the capacity as a board member only for justifiable expenses related to meetings (mileage, etc.)
2. Remove herself/himself from the voting process when determining the compensation, benefits, etc. in her capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the corporation will be reasonable for the services rendered and comparable with other like exempt organization's executive's compensation.

ARTICLE VIII

Name & Address of Registered Office and Principal Office

The name of the registered agent and the address of the registered office and the principal place of business of the corporation in Florida is Maria C. Regueiro at 4425 W. 20th Ave, Hialeah, FL 33012

Maria C. Regueiro agrees to serve as the registered agent:




Signature of Registered Agent

11-3-2015
Date

ARTICLE IX

Name and Addresses of Incorporators and Board of Directors

The name and address of the incorporator is Maria C. Regueiro, 4425 W. 20th Ave. Hialeah, FL 33012



Signature of Incorporator

11-3-2015
Date

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

ARTICLE X

Indemnification

Each person who is or was a director or officer of the corporation, whether elected or appointed, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, arising out of such person's status as a director or officer; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the corporation within ninety (90) days after a written claim has been received by the corporation, the director or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may, but not be obligated to, maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Act or under this article. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or the Board of Directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article, which shall have been invalidated or by any other applicable law

ARTICLE XI

No director shall be personally liable to the corporation for monetary damages for breach of any duties as a director except for liability:

a. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation:

LITTLE ANGELS CHILDREN DEVELOPMENT CENTER, INC. EIN: 32-0097738

b. For acts or omissions not in good faith or in which involve intentional misconduct or are known to the director to be a violation of law: or

c. For any transaction from which the director derives an improper personal benefit.

ARTICLE XII

BOARD OF DIRECTORS

The initial board of directors will be elected or appointed by the founders of Little Angels Children Development Center, Inc., Maria C. Regueiro, Omar Sanchez, Frank Andreu and Lourdes Andreu. These directors will serve three year terms and chose among themselves who may serve one year, two year and three terms. They may serve a three year term to have a total of two terms. The subsequent directors shall be elected by the seated board of directors for three (3) year terms. Directors may serve staggered terms so no more than two director's terms expire in the same year. Directors may serve no more than two (2) consecutive three (3) year terms. Terms of office begin with the start of the fiscal year of the organization.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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