

N190000 11287

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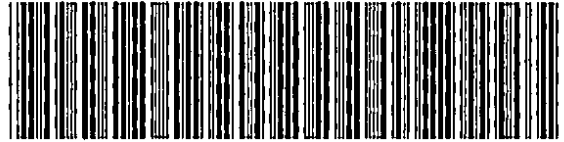
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TALLAHASSEE, FL 32301

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COVER LETTER

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

NAME OF CORPORATION: MIA BELLA CHILD DISCOVERY CENTER INC

DOCUMENT NUMBER: N19000011287

The enclosed *Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Beth Kirwan, ACP
The Legal Department for Service Professionals, PA
6622 Southpoint Drive South, Suite 180
Jacksonville, FL 32216
beth@thelegaldepartment.law

For further information concerning this matter, please call:

Beth Kirwan at (904) 860-3111

Enclosed is a check in the amount of \$52.50 made payable to the Florida Department of State for the filing fee, Certified Copy and a Certificate of Status.

**RESTATED ARTICLES OF INCORPORATION
OF
MIA BELLA CHILD DISCOVERY CENTER INC.
A NOT FOR PROFIT CORPORATION**

2020 MAR -2 PM 2:45
CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

FILED

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Mia Bella Child Discovery Center Inc. pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Florida Statutes, adopts the following Restated Articles of Incorporation.

**Article I
Name**

The name of this not for profit corporation shall be **MIA BELLA CHILD DISCOVERY CENTER INC.**

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 4779 Kangaroo Circle, Middleburg, Florida 32068.

**Article III
Purpose**

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes shall be limited further to those which are lawful and not specifically prohibited to corporations under the laws of the State of Florida.

**Article IV
Powers and Restrictions**

Section 4.1 This corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by Section 617.0302, Florida Statutes, including all those things necessary and desirable to carry out the purposes and responsibilities of this corporation.

Section 4.2 Notwithstanding the generality of the foregoing, the powers of this corporation shall be subject to the following limitations and restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 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, 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any investments in a manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not make any taxable expenditures as defined in §4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article V

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §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 VI
Directors and Officers

Section 6.1. Number of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, but shall never be less than the number required by §617.0803(1), Florida Statutes, as amended from time to time or any successor provision.

Section 6.2. Duties of Directors. All corporate powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Directors, except as otherwise specifically required under the Florida Not For Profit Corporation Act.

Section 6.3. Qualification and Election of Directors. Directors must be natural persons who are 18 years of age or older and elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

Section 6.4. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of Directors, officers, employees and agents to the fullest extent permitted by law; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III above or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the code.

Article VII
Initial Registered Agent and Address

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

Morgan J. Kinkton
4779 Kangaroo Circle
Middleburg, Florida 32068

Article VIII
Incorporator

The name and street address of the incorporator of this corporation are:

Morgan J. Kinkton
4779 Kangaroo Circle
Middleburg, Florida 32068

Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the Directors. The bylaws may be altered, amended or repealed from time to time by the Board of Directors.

Article X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

Adoption of Amendments: These Restated Articles contain amendments to the original Articles of Incorporation. There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

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 s.817.155, F.S.

DATED: Tuesday, January 28, 2020.



Morgan J. Kinton, President