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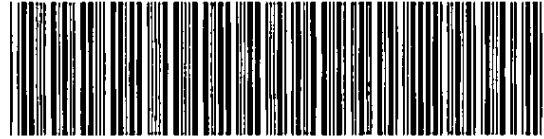
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EARLY LEARNING SHARED SERVICES ALLIANCE, INC.

A Florida Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I - NAME

1.1 Name

The name of this corporation shall be Early Learning Shared Services Alliance, Inc.

ARTICLE II - ADDRESS

2.01 Address

The mailing address and street address is 2605 Cochise Trail, Winter Park, FL 32789.

ARTICLE III - DURATION

3.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

4.01 Purpose

Early Learning Shared Services Alliance, Inc. (ELSSA) is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ELSSA provides high quality business management support to small childcare programs that serve low-income children and communities. As a shared services alliance of small centers and home-based childcare providers, ELSSA addresses gaps in resources, business experience, and capacity. By providing a suite of professional administrative services, including bookkeeping, financial reporting, marketing and enrollment management, payroll and benefits management, and more, ELSSA equips childcare directors with centralized administrative support, so that providers can focus on quality care and education of young children.

4.02 Non-Profit

Early Learning Shared Services Alliance, Inc. is designated as a non-profit corporation.

ARTICLE V - NON-PROFIT NATURE

5.01 Non-profit Nature

Early Learning Shared Services, Inc. is organized exclusively for charitable and educational 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 section of any future federal tax code. No part of the net earnings of Early Learning Shared Services Alliance, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Early Learning Shared Services Alliance, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

5.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Early Learning Shared Services Alliance, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

5.03 Dissolution

Upon termination or dissolution of the Early Learning Shared Services Alliance, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Early Learning Shared Services Alliance, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Early Learning Shared Services Alliance, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Early Learning Shared Services Alliance, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 IV, Section 4.01.

5.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, 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 VI - BOARD OF DIRECTORS

6.01 Governance

Early Learning Shared Services Alliance, Inc. shall be governed by its board of directors.

6.02 Initial Directors

The initial directors of the corporation shall be:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Katherine Heilman Byrne	President	2605 Cochise Trail Winter Park, FL 32789

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STATE

Robert Joseph Byrne	Vice President & Treasurer	2605 Cochise Trail Winter Park, FL 32789
Denise Thomas Gorden	Secretary	681 Brechin Drive Winter Park, FL 32792

ARTICLE VII – MANNER OF ELECTION

7.01 Manner of Election

Directors may be elected at any board meeting by the majority vote of the existing board of directors.

ARTICLE VIII - MEMBERSHIP

8.01 Membership

Early Learning Shared Services Alliance, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE IX – AMENDMENTS

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X - APPOINTMENT OF REGISTERED AGENT

10.01 Registered Agent

The registered agent of the corporation shall be:

Katherine H. Byrne
2605 Cochise Trail
Winter Park, FL 32789

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ARTICLE XI - INCORPORATOR

The incorporator of the corporation as follows:

Katherine H. Byrne
2605 Cochise Trail
Winter Park, FL 32789

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Early Learning Shared Services Alliance, Inc. were approved by the board of directors on May 11, 2021 and constitute a complete copy of Articles of Incorporation of the Early Learning Shared Services Alliance, Inc.

Katherine H. Byrne
Katherine Heilman Byrne, President

Robert Joseph Byrne
Robert Joseph Byrne, Vice President & Treasurer

Denise Thomas Gorden
Denise Thomas Gorden, Secretary

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TALLAHASSEE, FL
STATE

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Katherine Heilman Byrne, agree to be the registered agent for Early Learning Shared Services, Inc. as appointed herein.

Katherine H. Byrne
Katherine H. Byrne, Registered Agent

Date: 6/8/21

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Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Katherine Heilman Byrne	President	2605 Cochise Trail Winter Park, FL 32789

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TALLAHASSEE, FL
CLERK OF COURT

Robert Joseph Byrne	Vice President & Treasurer	2605 Cochise Trail Winter Park, FL 32789
Denise Thomas Gorden	Secretary	681 Brechin Drive Winter Park, FL 32792

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Katherine H. Byrne
2605 Cochise Trail
Winter Park, FL 32789

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STATE

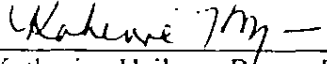
ARTICLE XI - INCORPORATOR

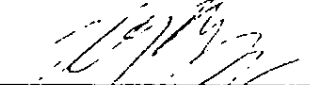
The incorporator of the corporation as follows:

Katherine H. Byrne
2605 Cochise Trail
Winter Park, FL 32789

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Early Learning Shared Services Alliance, Inc. were approved by the board of directors on May 11, 2021 and constitute a complete copy of Articles of Incorporation of the Early Learning Shared Services Alliance, Inc.


Katherine Heilman Byrne, President

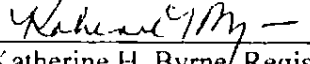

Robert Joseph Byrne, Vice President & Treasurer


Denise Thomas Gorden, Secretary

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TALLAHASSEE, FL

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Katherine Heilman Byrne, agree to be the registered agent for Early Learning Shared Services, Inc. as appointed herein.


Katherine H. Byrne, Registered Agent

Date: 6/8/21