

N22 000013259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

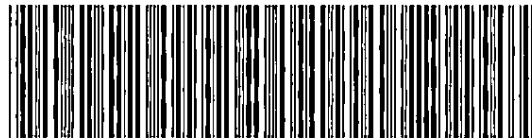
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600398332686

S. CHATHAM
DEC - 2 2022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
22 DEC - 2 PM 4: 35

10/05/2021 01:16:49G *+80.00

12/05/2021 01:16:49G *+25.00

2022 DEC - 2 PM 4: 14

Certificate of Conversion
For
"Other Business Entity"
Into
Florida ~~Profit~~ Corporation
~~Non-Profit~~

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida ~~Profit~~ Corporation in accordance with s. ~~607.1115~~ Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Kidz R Kidz Learning Academy, LLC
Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws Florida
(Enter state or, if a non-U.S. entity, the name of the country)

on 10/26/22
Enter date "Other Business Entity" was first organized, formed or incorporated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 DEC - 2 PM 4:35

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida ~~Profit~~ Corporation as set forth in the attached Articles of Incorporation:

Kidz R Kidz Learning Academy, INC.
Enter Name of Florida ~~Profit~~ Corporation
~~Non-Profit~~

5. If not effective on the date of filing, enter the effective date: 01/23/23
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this _____ day of _____, 20____.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____
Printed Name: Sandra Curley Title: Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: Sandra Curley Title: Director

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:
Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:
Signatures of ALL General Partners.

If Florida Limited Liability Company:
Signature of a Member or Authorized Representative.

All others:
Signature of an authorized person.

<u>Fees:</u>	
Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)



FILED
STATE DEPT. OF STATE
DIVISION OF CORPORATIONS
22 DEC -2 PM 4:35

KIDZ R KIDZ LEARNING ACDAEMY, INC.

ARTICLES OF INCORPORATION

ARTICLE 1-NAME

The name of the Corporation is KIDZ R KIDZ LEARNING ACADEMY, INC., (hereinafter Corporation).

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, preventing cruelty to children, literary, 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 the corresponding section of any future federal tax code.

Article 3- 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 Article Second hereof. No substantial part of the activities of the Corporation shall be 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 or 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 section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE4- OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Officers of the Corporation are:

President: TO BE ELECTED
Secretary: TO BE ELECTED
Treasurer: TO BE ELECTED



KIDZ R KIDZ LEARNING ACDAEMY, INC.

ARTICLE 5- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1735 Southeast Hawthorne Road, Gainesville, FL 32641.

ARTICLE 6- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

James G. Franklin, Sr.
1735 Southeast Hawthorne Road
Gainesville, FL 32641

ARTICLE 7- DIRECTORS

The Directors of the Corporation shall be:

NAOMI CROCKETT
NANCY BARCLAY
BEVERLY JOSEPH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 DEC -2 PM 4:46

ARTICLE 8- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9- CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10- QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Laws of the Corporation.



KIDZ R KIDZ LEARNING ACDAEMY, INC.

ARTICLE 11- VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the by-laws of the Corporation.

ARTICLE 12- LIABILITIES FOR DEBTS

Neither the members nor the member of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13- REGISTERED AGENT

The name and address of the registered agent of this Corporation is James G. Franklin, Sr., 1735 Southeast Hawthorne Road, Gainesville, FL 32641.

ARTICLE 14- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15- AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 DEC -2 PM 4:46

KIDZ R KIDZ LEARNING ACDAEMY, INC.

ARTICLE 16-INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who has wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify and individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," or "agent," shall include their heirs, estates, executors, administrators, and personal representatives of such persons.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
22 DEC -2 PM 4:46

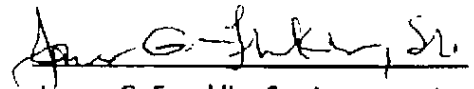


KIDZ R KIDZ LEARNING ACDAEMY, INC.

ARTICLE 17- DISSOLUTION

Upon dissolution of the Corporation, 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, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by 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 organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under laws of the State of Florida this 3RD day of November 2022.


James G. Franklin, Sr., Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

James G. Franklin, Sr., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: 
James G. Franklin, Sr., Incorporator

FILED
CLERK OF CIRCUIT COURT
JAN 12 2023
12:46 PM
DIVISION OF CORPORATIONS
STATE OF FLORIDA