



# N35049

Children's Developmental Center at Luther Village

6/1/00

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 23 PM 2:46

Dear Sirs:

Enclosed are amendments to our  
Articles of Incorporation of Luther Village  
of Tampa Bay, Inc.

Phone # 813-931-5397 Preschool  
# 813-974-6694 President

Mail to:

Luther Village of Tampa Bay Inc  
12703 N Florida Ave  
Tampa, FL 33612-4224

400003277254-0  
-05/05/00-01125-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
87.50 43.75

Mr. Graven authorized  
to add to title Articles  
of Amendment, delete "B"  
as an attachment, correct  
name of corp and to take  
word initial out of Art VI

Sincerely  
Stanley A. Sharen MD  
President

Amend  
LPS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 13, 2000

STANLEY GRAVEN  
LUTHER VILLAGE OF TAMPA BAY, INC.  
12703 N. FLORIDA AVE.  
TAMPA, FL 33612-4224

SUBJECT: LUTHER VILLAGE OF TAMPA BAY, INCORPORATED  
Ref. Number: N35049

We have received your document for LUTHER VILLAGE OF TAMPA BAY, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return 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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 800A00033814

RECEIVED  
00 JUN 23 PM 1:12  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
**ARTICLES OF INCORPORATION**  
OF  
**LUTHER VILLAGE OF TAMPA BAY, INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 23 PM 2:46

The undersigned, acting as incorporators, hereby establish a non-profit corporation pursuant to the Florida Nonprofit Corporation Act and adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation is Luther Village of Tampa Bay, Incorporated.

**ARTICLE II – PERPETUAL EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III – PURPOSES, POWERS, RESTRICTIONS**

Section 1. Purposes. The corporation is organized and formed exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. This corporation shall conform with the regulations of the Internal Revenue Code under which it is granted tax-exempt status. The objects and purposes of the corporation are:

- (i) To provide developmental day care to families with small children.
- (ii) To develop and maintain other programs of social ministry as needs are demonstrated and resources permit.
- (iii) To work in close cooperation with other health and welfare agencies.
- (iv) To provide such other services within the meaning of Section 501 (c) (3) of the Internal Revenue Code as shall be determined by the members of the Corporation.

Section 2. Powers. In furtherance of the foregoing purposes and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations, firms or individuals, and either as principal or agency, subject to such limitations as are or may be prescribed by law.

Section 3. Restrictions Upon the Powers of Members and Others. No part of the net earnings of the corporation shall inure to the benefit of any member (unless such member is an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954), director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or

more of its purposes), and no member (unless such member is an organization described in Section 501 (c) (3) or the Internal Revenue code of 1954), director, or officer of the corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

#### **ARTICLE IV – MEMBERS**

Deleted

#### **ARTICLE V -- MEETINGS**

The annual meeting and special meetings of the corporation, meetings of the board of directors, and meetings of the executive committee shall be held at the times and under the terms specified by the Bylaws.

#### **ARTICLE VI – BOARD OF DIRECTORS**

Section 1. Number and Term. Directors shall be appointed or elected according to the Bylaws in time for the annual meeting. The term of office of each director shall be determined according to the Bylaws of the corporation from time to time in force.

Section 2. Directors. The following directors shall constitute the Board of Directors until the first election thereof. Their names and addresses are as follows:

W. David Braughton 16117 Country Crossing Drive, Tampa, Florida

Stanley Graven 14930 Lake Forest Drive, Tampa, Florida

Gary Bergamo 4545 Chancellor St., N.E., St. Petersburg, Florida

#### **ARTICLE VII – INDEMNIFICATION**

Any present or future Director or Officer of the corporation and any present or future Director or Officer of any other corporation serving as such at the request of the corporation because of the corporation's interest in such other corporation, or the legal representative of any such Director or Officer, shall be indemnified by the corporation against reasonable costs, expenses (exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such Director or Officer or his legal representative may be made party by reason of his being or having been such Director or Officer; provided (1) said action, suit or proceeding shall be prosecuted against such Director or Officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he acted outside the scope of his authority in the performance of his duties as such Director or Officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such Director or Officer or

his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors or in such other manner as may be provided by the Bylaws that said Director or Officer had not in any substantial way acted outside the scope of his authority in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by the Article shall be in addition to, and not in restriction or limitation of, any other privilege or power which a corporation of the State of Florida may have with respect to the indemnification or reimbursement of Directors or Officers.

#### **ARTICLE VIII**

The officers of this corporation shall be a president, vice-president, a secretary and treasurer, who may be one and the same, and such other officers as may be set forth in the Bylaws. Their duties and manner of election shall be described in the Bylaws.

#### **ARTICLE IX – BYLAWS**

The initial Bylaws of the corporation shall be adopted by the Board of Directors upon approval of the members. Such Board shall have power to alter, amend or repeal the Bylaws from time to time. Such Bylaws may not contain any provisions for the regulation or management of the affairs of the corporation, which are inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaws at any time in effect, and no amendment to these Articles, shall have the effect of giving any member (unless such member is an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954), director or officer of this corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

#### **ARTICLE X - FINANCIAL AFFAIRS**

This corporation shall be fully responsible for the management of the fiscal affairs of the corporation and fully responsible for any debts or liabilities it may incur.

#### **ARTICLE XI – AMENDMENTS**

The Board of Directors shall have the power to alter or amend these Articles of Incorporation by a two-thirds vote of the directors present and voting at any annual meeting of the corporation or at a special meeting called for the purpose provided that at least thirty days notice shall have been given to all such directors setting forth the proposed amendment or amendments. All proposed changes to the Articles must be approved by the corporate members before becoming effective.

#### **ARTICLE XII – DISSOLUTION**

Upon the 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office or the corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XIII – INCORPORATORS

The names and addresses of the incorporators are:

W. David Braughton  
16117 Country Crossing Drive  
Tampa, Florida

Signed  
Incorporator

Stanley N. Graven  
14930 Lake Forest Dr.  
Lutz, Florida

Signed  
Incorporator

Gary Bergamo  
4545 Chancellor St., N. E.  
St. Petersburg, Florida

Signed  
Incorporator

### ARTICLE XIV


The registered agent of this Corporation for purposes of service of process shall be Randall C. Grantham, Esq., 1519 Dale Mabry Highway, Suite 100, Lutz, Fl. 33549, who upon accepting such designation agrees to comply with the provisions of the Florida Statutes relative to keeping such an office open.

#### Acceptance of Registered Agent

Having been named to accept service of process for Luther Village of Tampa Bay, Inc. at the place designated in the Articles of Incorporation, Randall C. Grantham agrees to act in this capacity and agrees to comply with the provisions of the Florida Statutes relative to keeping such an office open.

Dated 21 June 00

Signed

  
Randall C. Grantham

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

Luther Village of Tampa Bay, Incorporated

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted:

See Attachment A

**SECOND:** The date of adoption of the amendment(s) was: February 16, 2000

**THIRD:** Adoption of Amendment (check one)



The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.



There are no members or members entitled to vote on the amendment. The amendment(s) ~~was~~ were adopted by the board of directors.

Luther Village of Tampa Bay, Incorporated

Corporation Name

Stanley N. Graven  
Signature of Chairman, Vice Chairman, President or other officer

Stanley N. Graven, M.D.

Typed or printed name

President

Title

6/1/00

Date

Attachment A.

**ARTICLE IV** Deleted

**ARTICLE VI** Delete Sections 3 and 4

**Article VIII** The officers of the corporation shall be the president, vice  
president, - - -