

Susan Horron Grissinger  
1000 Crestwood Road  
Englewood, Florida 34223  
(813) 473-2210

N 95000002053

March 18, 1995

Department of State  
The Capitol  
Tallahassee, FL 32399-0250

700001476457  
-05/04/95--01126--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find two original copies of the Articles of Incorporation for MOMMY AND ME, INC. Please return one of the Articles stamped "Filed." A self-addressed, stamped envelope is enclosed for your convenience.

Also enclosed is a check in the amount of \$35.00 for the filing fee. Should you have any questions or require anything further, please contact me. Thank you for your assistance in this matter.

308 3292  
648, 162 502  
WHS-7519

Yours truly,

*Susan H. Grissinger*

Susan H. Grissinger  
Incorporator

RECEIVED  
DEPT. OF STATE  
MAR 11 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 6, 1995

SUSAN HERRON GRISSINGER  
1000 CRESTWOOD ROAD  
ENGLEWOOD, FL 34223

SUBJECT: MOMMY AND ME, INC.  
Ref. Number: W9500007519

We have received your document for MOMMY AND ME, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

|                                 |          |
|---------------------------------|----------|
| Filing Fees                     | \$35.    |
| Registered Agent<br>Designation | \$35.    |
| Certified Copy                  | \$52.50  |
| Total Fee Due                   | \$122.50 |

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

(904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 395A00015845

April 22, 1995

Department of State  
The Capitol  
Tallahassee, FL 32399-0250

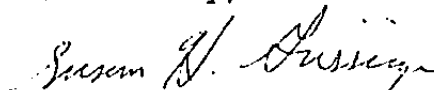
Re: Articles of Incorporation  
Reference No. W95000007519

Dear Sir or Madam:

Enclosed please find two original copies of the Articles of Incorporation for MOMMY AND ME OF NORTH PORT, INC. Please return one of the Articles stamped "Filed." A self-addressed, stamped envelope is enclosed for your convenience.

Also enclosed is a copy of your letter dated April 6, 1995, regarding the required corporate fees and the name availability of this corporation. The enclosed Articles are resubmitted with a new name which was available via telephone on April 21, 1995. Also enclosed is a check in the amount of \$70.00 for the filing fee. We do not wish, at this time, to receive a "Certified Copy" of the Articles, but only a "Filed" copy. Should you have any further questions or require anything further, please contact me. Thank you for your assistance in this matter.

Yours truly,



Susan H. Grissinger  
Incorporator

ARTICLES OF INCORPORATION  
OF  
MOMMY AND ME OF NORTH PORT, INC.  
(A Corporation Not for Profit)

FILED  
95 MAY -1 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. - NAME OF CORPORATION

The name and mailing address of the corporation are:

MOMMY AND ME OF NORTH PORT, INC.  
c/o Alice Salzano White  
3597 Froude Street  
North Port, Florida 34287

ARTICLE II. - CORPORATE EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE III. - PURPOSES

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.

B. The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

- (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary,

incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

C. The corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

D. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV. - MEMBERSHIP

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

| <u>NAME</u>         | <u>ADDRESS</u>                                     |
|---------------------|--|
| Alice Salzano White | 3597 Troude Street<br>North Port, Florida 34287    |
| Anita Baltierra     | 3384 Sumter Boulevard<br>North Port, Florida 34287 |
| Luanne Stewart      | 2810 Ridley Lane<br>North Port, Florida 34287      |
| Elaine Chamard      | 2776 Tuskett Avenue<br>North Port, Florida 34287   |

|                     |  |
|---------------------|--|
| Susan H. Grissinger | 1000 Crestwood Road<br>Englewood, Florida 34223  |
| Lisa White          | 4193 Persian Lane<br>North Port, Florida 34287   |
| Kimberly Bartnick   | 5495 Kenwood Drive<br>North Port, Florida 34287  |
| Donna Duffy         | 8411 Norbert Avenue<br>North Port, Florida 34287 |

#### ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be elected as set forth in the Bylaws of the corporation.

The names and addresses of the initial directors who are to manage the affairs of the corporation until the first annual meeting of the members, and until their successors are duly elected and qualified, are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>                                     |
|---------------------|--|
| Alice Salzano White | 3597 Froude Street<br>North Port, Florida 34287    |
| Anita Baltierra     | 3384 Sumter Boulevard<br>North Port, Florida 34287 |
| Luanne Stewart      | 2810 Ridley Lane<br>North Port, Florida 34287      |
| Elaine Chamard      | 2776 Tuskett Avenue<br>North Port, Florida 34287   |
| Susan H. Grissinger | 1000 Crestwood Road<br>Englewood, Florida 34223    |
| Lisa White          | 4193 Persian Lane<br>North Port, Florida 34287     |
| Kimberly Bartnick   | 5495 Kenwood Drive<br>North Port, Florida 34287    |

Donna Duffy

8411 Norbert Avenue  
North Port, Florida 34287

#### ARTICLE VI. - BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

#### ARTICLE VII. - OFFICERS

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

| <u>TITLE</u> | <u>NAME</u>         | <u>ADDRESS</u>                                |
|--------------|---------------------|---|
| President    | Alice Salzano White | 3597 Froude Street<br>North Port, FL 34287    |
| Secretary    | Anita Baltierra     | 3384 Sumter Boulevard<br>North Port, FL 34287 |
| Treasurer    | Luanne Stewart      | 2810 Ridley Lane<br>North Port, FL 34287      |

#### ARTICLE VIII. - DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code.



**ARTICLE IX. - AMENDMENT**

The corporation reserves the right to alter, amend or repeal any provision contained in these Article of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the board of directors at any regular or special meeting of the Board, provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting.

**ARTICLE X. - REGISTERED OFFICE**

The name and address of the corporation's initial registered agent and office are:

Susan H. Grissinger  
1000 Crestwood Road  
Englewood, Florida 34223

**ARTICLE XI. - INCORPORATORS**

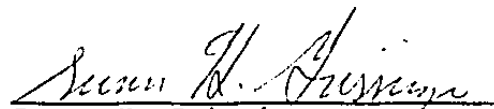
The name and address of the incorporator are:

Susan H. Grissinger  
1000 Crestwood Road  
Englewood, Florida 34223

**ARTICLE XII. - NONSTOCK BASIS**

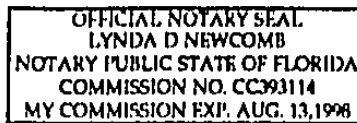
The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of April 1995.

  
Susan H. Grissinger

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
26th day of April, 1995 by Susan H. Grissinger,  
who is personally known to me (or proved to me on the basis of  
satisfactory evidence).



Lynda D. Newcomb  
Notary Public

\_\_\_\_\_  
printed name

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the  
above-named corporation to accept service of process for said  
corporation, at the place designated in the foregoing Articles of  
Incorporation, I hereby accept to act in this capacity and agree to  
comply with the provisions of said act relative to keeping open  
said office.

Susan H. Grissinger  
Susan H. Grissinger,  
Registered Agent