

N96000000260

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
200 OCEAN DRIVE, SUITE 202 N
VERO BEACH, FLORIDA 32963
TELEPHONE (407) 234-5700
TELECOPIER (407) 234-4041

OUR FILE NUMBER:

TELEPHONE (407) 368-2151
TELECOPIER (407) 368-4668

MICHAEL OFFICE: RAYMOND & RAYMOND, P.C.
505 NORTH WOODWARD AVENUE, SUITE 200
BLOOMINGDALE HILLS, MICHAEL 46304
TELEPHONE (800) 642-2922
TELECOPIER (800) 234-2051

December 29, 1995

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++++122.50 ++++122.50

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Conversion

FILED
JAN 17 11:11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: LOVING CARE CHILD DEVELOPMENT CENTER, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copies	<u>52.50</u>

TOTAL: \$122.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta
Kera J. Draetta
Corporate Paralegal

196A00000770
107694

789, 624, 672, 615, 671
W96-474



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 8, 1996

KERA J DRAETTA, CORPORATE PARALEGAL
1200 N FEDERAL HIGHWAY
SUITE 411
BOCA RATON, FL 33432

SUBJECT: LOVING CARE CHILD DEVELOPMENT CENTER, IKNC.
Ref. Number: W96000000474

We have received your document for LOVING CARE CHILD DEVELOPMENT CENTER, IKNC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 196A00000770

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
2801 OCEAN DRIVE, SUITE 202 B
VERO BEACH, FLORIDA 32963
TELEPHONE (407) 234-5788
TELECOPIER (407) 234-4683

TELEPHONE (407) 368-2151
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
305 NORTH WOODWARD AVENUE, SUITE 2300
BLOOMINGHILL, MICHIGAN 48304
TELEPHONE (810) 642-2522
TELECOPIER (810) 258-2851

COURT FILE NUMBER

January 15, 1996

VIA FEDERAL EXPRESS
Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

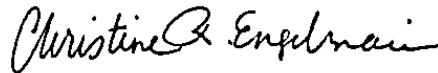
Re: LOVING CARE CHILD DEVELOPMENT CENTER, INC.
Reference Number. W96000000474

Dear Ms. Register:

Pursuant to your request, enclosed are the following original documents; Petition for Change of Corporate Status, Statement Regarding Assets and Liabilities, Consent of Shareholder to Change of Corporate Status for the above referenced corporation. Also enclosed is the Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming the Agent upon whom Process may be Served along with a copy of your letter to ensure proper handling.

Please direct the certified copy and any questions to the undersigned.

Sincerely,


Christine R. Engelmaier

Enclosures

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
200 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32961
TELEPHONE: (407) 214-3781
TELECOPIER: (407) 214-4681

TELEPHONE: (407) 368-2151
TELECOPIER: (407) 368-4668

MIRTIAN OFFICE: RAYMOND & RAYMOND, P.C.
505 NORTH WOODWARD AVENUE, SUITE 2100
MIRTIAN, FLORIDA 40104
TELEPHONE: (813) 642-3922
TELECOPIER: (813) 258-2851

January 16, 1996

VIA FEDERAL EXPRESS
Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

Re: LOVING CARE CHILD DEVELOPMENT CENTER, INC.
Reference Number: W96000000474

Dear Ms. Register:

Pursuant to your request, I have enclosed the original Articles of Incorporation for the above referenced corporation along with a copy of your letter to ensure proper handling.

Please note the additional original documents you requested will be arriving under separate cover.

Please direct the certified copy and any questions to the undersigned.

Sincerely,

Christine R. Engelmaier
Christine R. Engelmaier

Enclosure

CRE;kjd

IN THE CIRCUIT COURT FOR ST. LUCIE COUNTY
STATE OF FLORIDA

In re Loving Care Child
Development Center, Inc.

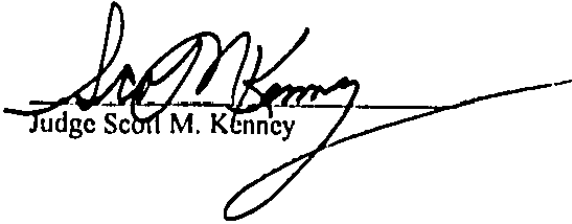
Civil Action No. 95-1324CA17

ORDER

Upon review of the Petition for Change in Corporate Status submitted by Petitioner Mary S. Logsdon, it is hereby

ORDERED, this 8th day of December, 1995

That Petitioner's Petition is **GRANTED** and Loving Care Child Development Center, Inc. is hereby granted non-profit status under the provisions of F.S. Chapter 617.


Judge Scott M. Kenney

Copy to:

RAYMOND & RAYMOND, P.A.
1200 N. Federal Highway, Ste. 411
Boca Raton, FL 33432

IN THE CIRCUIT COURT OF THE NINETEENTH
JUDICIAL CIRCUIT IN AND FOR ST. LUCIE COUNTY,
FLORIDA.

CASE NO. 95-1324-CA-17

In re Loving Care Child Development Center, Inc.

ORDER DIRECTING CLERK TO CLOSE FILE

IT APPEARS the original causes of action in this case have been resolved through settlement, final judgment, court order or otherwise, but it remains pending as an open case in the records of the Clerk of this Court.

It is thereupon,

ORDERED AND ADJUDGED as follows:

1. The Clerk of this Court is directed to close this file for administrative purposes only.
2. This Order does not affect unsettled or future claims for attorneys' fees and/or costs.
3. Jurisdiction is reserved to consider such other matters and issues as may be necessary and proper, including, but not limited to, enforcement and mandates from an appellate court.

DONE AND ORDERED at Fort Pierce, St. Lucie County, Florida, this 8th day of December 1995.



SCOTT M. KENNEY, CIRCUIT JUDGE

Copies To: Raymond & Raymond, P.A.

**ARTICLES OF INCORPORATION OF
LOVING CARE CHILD DEVELOPMENT CENTER, INC.**

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes

FILED
96 JAN 17 AM 11:39
SECRET
CLERK OF THE COURT
STATE OF FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be Loving Care Child Development Center, Inc

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation shall be 1207 S. 28th Street, Ft. Pierce, Florida, 34947.

**ARTICLE III
PURPOSES**

The corporation is organized for the purpose of providing educational services within the meaning of 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
EXISTENCE**

The corporation shall have a perpetual existence. The corporation is organized on a directorship basis. The corporate existence will commence upon the filing of these Articles by the Department of State.

**ARTICLE V
MEMBERSHIP**

The regular members of the corporation shall consist of the Directors of the Loving Care Child Development Center, Inc. Election of a Director pursuant to Article VIII hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

**ARTICLE VI
LIMITATIONS**

(a) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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

(b) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws

(c) The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) 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 of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

(e) No part of the income of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation, or any private 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, trustee, director, or officer of the corporation or any private individual shall be entitled to share in any of the corporate assets on dissolution of the corporation.

(f) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII SUBSCRIBER

The name and address of the incorporator to these Articles of Incorporation is Mary Smith Logsdon, 1207 S. 28th Street, Ft. Pierce, Florida, 34943.

ARTICLE VIII MANAGEMENT

The affairs of the corporation shall be managed by the Officers pursuant to the direction of the Board of Directors

(a) Board of Directors. The powers of this corporation shall be exercised, its

properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this corporation shall initially consist of four (4) persons, provided, however, that such number may be changed in accordance with the Bylaws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the Bylaws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or Bylaws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action, such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

Mary Smith Logsdon	1207 S. 28th Street Fort Pierce, FL 34943
Tommy Logsdon	1207 S. 28th Street Fort Pierce, FL 34943
Ruth H. Smith	1207 S. 28th Street Fort Pierce, FL 34943
Julian D. Smith	1207 S. 28th Street Fort Pierce, FL 34943

(b) Officers. The Officers of the corporation shall consist of the President, Secretary/Treasurer and Administrator. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the Bylaws.

The present Officers are as follows:

President: Mary Smith Logsdon
Secretary/Treasurer: Ruth H. Smith
Administrator: Mary Smith Logsdon

The duties and powers of the Officers shall be as set forth in the Bylaws.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 1207 S. 28th Street, Fort Pierce, FL 34943

The name of the registered agent of the corporation at the above address is Ruth H. Smith.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within the state of Florida.

**ARTICLE X
MISCELLANEOUS**

Bylaws. Subject to the limitations contained in these Articles of Incorporation, the Bylaws may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefor in the Bylaws.

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

Mary Smith Logsdon

Mary Smith Logsdon, Subscriber

FILED
66 JUN 17 11:39
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Approved December 28, 1995

David Kenney
Circuit Judge

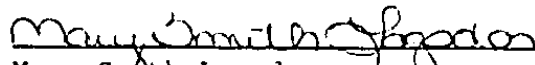
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida
Statutes, the following is submitted:

That LOVING CARE CHILD DEVELOPMENT CENTER, desiring to
organize under the laws of the State of Florida, with its
principal place of business at 1207 S. 28th Street, Fort Pierce,
FL 34943, has named Mary Smith Logsdon, as its agent to accept
service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.


Mary Smith Logsdon

FILED
65 JUN 17 AM 11:39
TALLAHASSEE, FLORIDA