



N960000000672

January 31, 1996

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Harold Butler, Jr.
Secretary

Verbal C. Anderson
Treasurer

Members

Corneilus E. Alton

Ronald Clyne, Esq.

T. Wilard Fox

Ronald E. Frazier

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moore

Guth C. Reeves

Neil Robinson

Dorothea Stewart

Karen Johnson Street

Elaine H. Black,
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-02/05736--01046--015
****122.50 ****122.50

RE: Articles of Incorporation: PREP DAY CARE, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, Money Order #15-156588106 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis, Esq.
Attorney At Law

SL/cd
Encls.

FILED
96 FEB -5 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft/articles/trec/prep inc

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile: (305) 751-1619

96/3/8/6

CERTIFICATE OF INCORPORATION

OF

PREP DAY CARE, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

96 FEB -5 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation shall be PREP DAY CARE, INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is and the mailing address of the Corporation is 1136 N.W. 51 Street, Miami, FL 33127.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes, including the operation of a child care center, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry

on any other activities not permitted to be carried on (i) 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a nonmembership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1136 N.W. 51 Street, Miami, FL 33127, and SHARAH BRICE is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there

shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

SHARAH BRICE
1136 N.W. 51 Street
Miami, FL 33127

SAMANTHA QUARTERMAN
1136 N.W. 51 Street
Miami, FL 33127

JOAN BELLAMY
1163 N.W. 51 Street
Miami, FL 33127

SANSHELICE QUARTERMAN
1168 N.W. 51 Street
Miami, FL 33127

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed

to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

SHARAH BRICE
1136 N.W. 51 Street
Miami, FL 33127

IN WITNESS WHEREOF, I, SHARAH BRICE, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on Jan 30, 1996.

Sharah Brice
SHARAH BRICE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 30th day of January, 1996, by SHARAH BRICE, who personally appeared before me at the time of notarization, and who is personally known to me or has produced Florida Driver's License as identification.

NOTARY PUBLIC:
SIGN: Stanley B. Lewis
PRINT: Stanley B. Lewis
STANLEY B. LEWIS



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That PREP DAY CARE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named SHARAH BRICE located at 1136 N.W. 51 Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Sharah Brice 1/3 76
SHARAH BRICE

FILED
96 FEB -5 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA