

N 9600000/005

Colleen A. White, Attorney at Law
830 South Third Street, Suite 104
Jacksonville Beach, Florida 32250
(904) 249-2598

FILED
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TALLAHASSEE, FLORIDA

February 18, 1996

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

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SUBJECT: RACHEL'S DAYCARE AND PRESCHOOL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$131.25 for the required Filing Fee, a Certified Copy and a Certificate. Also enclosed is the Petition to Change Corporate Nature from a Corporation for Profit to that of a Corporation Not for Profit, and the ORDER thereof, filed in the Fourth Judicial Circuit as required by the Florida Statutes so that Rachel's could keep the name and simply change status from corporation for profit to that of non-profit. Therefore, if Rachel's does not owe a filing fee, please return the check along with the proper paperwork.

If you have any questions, or we have neglected to complete this filing correctly, please feel free to call Colleen A. White, Attorney at Law, (904) 249-2598, or write to 830 South Third St., Ste 104, Jacksonville Beach, Florida 32250-2018.

Thank you for your assistance.

Sincerely,

C. White

Colleen A. White, Esq.

CAW/sn

1/5/97

ARTICLES OF INCORPORATION

OF

RACHEL'S DAYCARE AND PRESCHOOL, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I. NAME

The name of the corporation shall be: RACHEL'S DAYCARE AND PRESCHOOL, INC.

Article II. PRINCIPAL OFFICE AND MAILING ADDRESS

The current mailing address of the Corporation is 8060 Hillsdale Road, Jacksonville, Florida 32216.

Article III. PURPOSE

The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literacy or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").

Article IV. TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

Article V. POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any

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TALLAHASSEE FLORIDA

activities not permitted to be carried on by an organization exempt from federal income tax pursuant to 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 VI. LIMITATIONS

The corporation shall be operated exclusively for charitable, educational and scientific purposes as a nonprofit corporation. No individual trustee or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or other wise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf or (or in opposition to) any candidate for public office.

Article VII. MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

Article VIII. DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and in the absence of any such determination, shall be three directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Joanette L. Wise	350 Crossings Blvd. Orange Park, FL 32073
Donna Stables	7040 Holiday Road N. Jacksonville, FL 32216
Lois Rodgers	7040 Holiday Road N. Jacksonville, FL 32216

Article IX. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Colleen A. White, Esq.	121 W. Forsythe St. Suite 100 Jacksonville, FL 32202

Article X. INCORPORATOR

The name and street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Jeanette L. Wise	350 Crossings Road Orange Park, FL 32073

Article XI. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

Article XII. AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from

time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XIII. DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7 day of November, 1995.

Stanley L. Wise
INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Rachel's Daycare and Preschool, Inc., as made in the foregoing Articles of Incorporation.

William A. White

Date: Nov. 22, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

RACHEL'S DAYCARE AND PRESCHOOL, INC., desiring to organize or
qualify under the laws of the State of Florida here by designates
COLLEEN A. WHITE, Attorney at Law, as its registered agent to
accept service of process within the State of Florida and the
address of its registered office shall be 830 South Third Street,
Suite 104, Jacksonville Beach, Florida 32250.

Having been named as registered agent to accept service
of process for the above stated corporation, at the place
designated in the certificate, I hereby agree to accept the
appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of
a statutes relating to the proper and complete performance of
my duties, and I am familiar with and accept the obligations
on my position as registered agent.

Dated this 2 day of Feb., 1996.

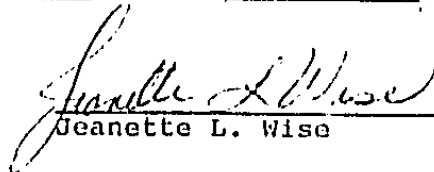
Colleen A. White
COLLEEN A. WHITE

CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF THE SHAREHOLDERS OF
RACHEL'S DAYCARE AND PRESCHOOL, INC.

Pursuant to Sections 607.0821 and 617.1806, Florida Statutes, the undersigned being the sole shareholder of Rachel's Daycare and Preschool, Inc., a Florida Corporation, hereby adopts the following resolutions and consents to the taking of the following actions:

BE IT RESOLVED, that the shareholders accept all of the property of the petitioning corporation, the corporation for profit, and agree to assume and pay all of its indebtedness and liabilities to enable the change in the corporate nature and status from that of a corporation for profit to that of a corporation not for profit.

IN WITNESS WHEREOF, this Consent has been executed by the undersigned effective as of the 30 day of November, 1995.



Jeanette L. Wise

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NUMBER:

DIVISION:

IN RE: RACHEL'S DAYCARE & PRESCHOOL, INC.

PETITION TO CHANGE CORPORATE NATURE FROM A CORPORATION FOR
PROFIT TO THAT OF A CORPORATION NOT FOR PROFIT

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DUVAL COUNTY, FLORIDA

COMES NOW, RACHEL'S DAYCARE & PRESCHOOL, INC., by and through it's undersigned attorney, and moves this Honorable Court for an Order changing the nature of the above named corporation.

1. This Court has jurisdiction over RACHEL'S DAYCARE & PRESCHOOL, INC., as the principle place of business is located in Duval County, Florida.

2. RACHEL'S DAYCARE & PRESCHOOL, INC. is currently a corporation for profit and would like to transfer its functions and assets to a corporation not for profit pursuant to F.S. 617.1086.

3. The facts, circumstances and intention surrounding such a transfer are the following:

a. RACHEL'S DAYCARE & PRESCHOOL, INC. has been operating since July 30, 1993, as a learning and daycare center for children ages 3 and up. The sole director and officer of this corporation has not made any profits off of this corporation in her position as the director and officer since this corporation begin. The director and officer of the

corporation would like to change the corporate status so that the daycare center itself would be eligible for grants, aids and other assistance it is presently shut off from as a corporation for profit. Currently, there are some mothers who do not pay each month or do not pay all of the monies owed to the corporation for the care of their children. The officer and director would like to allow a payment per child based on what each parent can pay and or is currently paying. Being a corporation not for profit would allow the structural difference and allow some children to remain in the care and supervision while their parents go to work. The intention of the sole director and officer would be to continue this learning a center in a nonprofit manner so that the center would be allowed to benefit as stated above.

(b). The director and officer is aware of the definition of corporation not for profit as provided by F.S. 617.01401 (5):

"Corporation not for profit" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers.

(c). The director and officer is aware of the purposes and application as provided in F.S. 617.0301:

Corporation may be organized under this act for any lawful purpose or purposes not pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include, without limitation, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional,

commercial, industrial, or trade association purposes. If special provisions are made, by law, for the organization of designated classes of corporation not for profit, such corporations shall be formed under such provisions and not under this act.

4. Pursuant to F.S. 617.1806 a written consent of all the shareholders authorizing the change in the corporate nature and directing an authorized officer to file such petition before this Court is attached as Exhibit "A".

5. Further, pursuant to F.S. 617.1806 a statement agreeing to accept all of the property of the petitioning corporation and agreeing to assume and pay all its indebtedness liabilities is attached as Exhibit "B".

6. Further, pursuant to F.S. 617.1806, the proposed Articles of Incorporation signed by the president and secretary of the petitioning corporation are attached as Exhibit "C".

WHEREFORE, Petitioner respectfully requests this Court to change the corporate nature of RACHEL'S DAYCARE & PRESCHOOL, INC., from a corporation for profit to that of a corporation not for profit.

Respectfully submitted,

C. White
COLLEEN A. WHITE

DATED 12.6.95

State of Florida
County of Duval

Jeannette L. Wise

BEFORE ME, the undersigned authority personally appeared, Jeannette L. Wise, who first duly sworn under oath, deposes and says that she is the sole Director and Officer of RACHEL'S

DAYCARE & PRESCHOOL, INC., in the above Petition and that she has read the said Petition and signed same for the purpose therein expressed.

SWORN to and subscribed before me this 20th
day of November, 1995.

Laurie A. Galarza
Notary Public, State of
Florida at Large

My commission expires:



C. White
Colleen A. White
Attorney for Petitioner
Fla. Bar No. 0976288
121 W. Forsyth Street #100
Jacksonville, FL 32202
(904) 249-2598

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 95-006087 CA
Division: F

IN RE: RACHELS'S DAYCARE & PRESCHOOL, INC.

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DUVAL COUNTY, FLORIDA

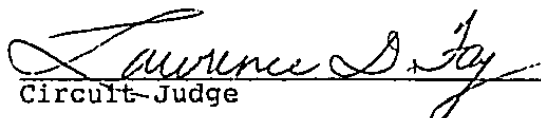
ORDER ON
PETITIONER'S PETITION TO CHANGE CORPORATE NATURE FROM A
CORPORATION FOR PROFIT TO THAT OF A CORPORATION NOT FOR PROFIT

Petitioner's Petition to Change Corporate Nature from a Corporation for Profit to That of a Corporation not for Profit was heard, ex parte, on December 19, 1995. This Court having reviewed the Petition and the attachments, on file herein, finds that the corporate nature shall be changed from a corporation for profit to that of a corporation not for profit as of December 19, 1995 and therefore it is:

ORDERED AND ADJUDGED:

1. That Petitioner's Petition to Change Corporate Nature from a Corporation for Profit to that of a Corporation not for Profit shall be granted.

DONE AND ORDERED, in Chambers, at Jacksonville, Duval County, Florida this 19 day of December 1995.


Circuit Judge