

N96000001656

Re-Birth Children's Center

1924 E. Comanche

Tampa, Florida 33610

(813) 238-8911

July 14, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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To Whom it May Concern:

Please find enclosed one (1) copy and the original Articles of Amendment to the Articles of Incorporation for **RE-BIRTH CHILDREN'S CENTER, INC.**, a not-for-profit corporation.

Also, find the appropriate filing fee of \$45.75 for a Certified Copy and Certificate of Corporation. Please mail all correspondence to the above-referenced address.

Thank you for your assistance in this matter.

Sincerely,

Zachery Hudson
Zachery Hudson
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures as stated

*Amend
7/27
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

RE-BIRTH CHILDREN'S CENTER, INC.,

(organized under the nonprofit corporation laws of Florida)

**ARTICLES OF AMENDMENT
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ARTICLES OF INCORPORATION
OF
RE-BIRTH CHILDREN'S CENTER, INC.,
(organized under the nonprofit corporation laws of Florida)**

Pursuant to the laws as stated in the Florida Statutes, more specifically, the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation, Re-Birth Children's Center, Inc., adopts the following Articles of Amendment to the Articles of Incorporation, duly filed March 22, 1996 under the Florida Not for Profit Corporation Act.

FIRST: The Corporation hereby certifies and adopts the following amended articles in accordance with the laws of the state of Florida, and as authorized and set forth in the By Laws of the Corporation:

ARTICLE I – NAME

The name of the Corporation shall be **Re-Birth Children's Center, Inc.**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

*1924 East Comanche Avenue
Tampa, Florida 33610*

The mailing address of the Corporation shall be:

*1924 East Comanche Avenue
Tampa, Florida 33610*

ARTICLE III – PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Corporation shall provide charitable services in manner that is beneficial to the public interest. Namely, for the development of individual moral, spiritual, and ethical capabilities, support of education, improvement of social welfare, and the advancement of knowledge and academic scholarship.

The specific purposes for which the Corporation is organized are described as follows:

1. To educate infants, toddlers, pre-schoolers and kindergarteners, whose ages range from six weeks to six years.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. To educate parents of the children served.
3. To provide a nurturing environment where young children can thrive and grow.
4. To provide carefully planned learning experiences for developing young children mentally, physically, and emotionally.
5. To provide age appropriate learning activities for each child served.

Moreover, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special spiritual, moral, ethical, educational cultural, and social benefits to minors that contribute to the development of good character, exemplary morals, and to the educational and cultural development to minors.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is

*1924 East Comanche Avenue
Tampa, Florida 33610*

The name of the registered agent of this Corporation at the address is *Zachery Hudson*.

ARTICLE V – BOARD OF DIRECTORS AND INCORPORATORS

The Corporation shall have not fewer than three (3) but not more than seven (7) directors. Those persons originally involved in the formation of this Corporation and others designated by the founding group shall comprise the Directorate.

To dispense the business of this Corporation, the Board of Directors shall formulate By-Laws that will be used to carry out the stated charitable and educational purposes

The Incorporators shall be the Board of Directors. They are as follows and will serve until elections are duly held in accordance with the Corporation's By-Laws:

<u>Name & Title</u>	<u>Address</u>
<i>Zachery Hudson, President</i>	1924 E. Comanche Tampa, Florida 33610
<i>Ann Wilds, Vice-president</i>	2009 East Clifton Street Tampa, Florida 33610
<i>Sharon Moore, Secretary</i>	3411 N. 49 th Street Tampa, Florida 33605
<i>Terryl Mitchell, Treasurer</i>	813 Timber Pond Drive Brandon, Florida 33510
<i>Earline Kennedy, Director</i>	1015 12 th Avenue, Apt. B Tampa, Florida 33610

ARTICLE VI – MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected or appointed by a majority vote of the Members of the Corporation.

ARTICLE VII – PRESIDENT

The President of the Corporation shall be the following named person whose address shall be the same as the principal office of the Corporation as set forth in the Article Second hereof: *Zachery Hudson*

The President shall occupy and maintain the office of the President of the Corporation in accordance with the By-Laws of the corporation. The Founding President of Re-Birth Children's Center, Inc. shall be the following named person whose address shall be the same as the principal office of the Corporation as set forth in Article Second hereof: *Zachery Hudson*.

The President shall exercise a general superintendence and direction over the affairs of the Re-Birth Children's Center, Inc. as to the manner of function for discharging transactions, formal operational procedures, and administrative duties.

ARTICLE VIII – RESPONSIBILITIES AND AUTHORITY

The President shall be responsible for managing the affairs of the Corporation. The By Laws are to be composed and executed by the President with the assistance, when needed, of other Board Members.

ARTICLE IX – PROMULGATION AND ENFORCEMENT OF RULES AND REGULATIONS

The President is hereby authorized and empowered to promulgate and enforce such rules and regulations as are necessary to avert, restrain, or quell intense antagonism and excessive hostility, threatened or actual, during any corporate crisis declared by the President to exist.

In order to protect the corporate welfare and organizational stability, prevent nuisance and menace, safeguard corporate property from actual or constructive damage or destruction, refute overt viciousness, and to maintain peace, tranquility, and good order and normalization in the church, these rules and regulations shall have immediate full force and effect, and shall affect such officers, employees, directors, and persons as in the judgment of the President shall best provide for the protection of persons and property where aggressive provocation, belligerence and intimidation exist or are threatened among the affiliates, employees, and the general corporate population.

ARTICLE X – EXTRAORDINARY EMERGENCY POWERS

The President is hereby authorized and empowered to take such measures and to all and every act and thing which he may deem necessary in order to prevent cover and overt acts of insurgence and recalcitrance, as to the employees of the Corporation, and to maintain peace, tranquility, and good order in the corporation, and in any component part thereof, and in any area of the corporation so designated as such by the President.

The President is hereby further authorized and empowered, to cope with said covert and overt acts of disorder, mayhem, and insubordination, to order and direct any officers, directors, and personnel, or group of persons to any act which would in the President's opinion prevent a breach of the peace and

tranquility, or the President may order such officers, directors, and personnel, or group of persons to refrain from doing any act or thing which would, in the President's opinion, encourage, increase, or prolong intense antagonism and excessive hostility, threatened or actual, during any corporate crisis and/or disaster.

In all such cases, the President is authorized and empowered, to take and exercise any appropriate actions, powers, and prerogatives to avert any internal corporate activity that would be in the President's opinion, endanger the existence of the corporation, or tend to cause, a breach of the peace, or endanger the effective organizational management of the corporation, and shall have full power by appropriate means to enforce such authorized actions.

ARTICLE XI – CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of affiliates rather than shareholders.

The Corporation shall renounce any dividend or income to corporation members, except for reasonable compensation for services rendered as a result of a written contract that has been approved in accordance with the By-Laws.

ARTICLE XII – QUALIFICATIONS OF MEMBERSHIP

Any individual who subscribes to the charitable purposes, basic philanthropic policies, and benevolent intents of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the By Laws.

Membership in the Corporation shall be available without regard to race, color, creed, or national origin.

The manner of admission shall be set forth in and regulated by the By-Laws of the Corporation.

Membership in the Corporation shall be terms as prescribed in the By-Laws. Upon termination of membership, all rights, privileges, obligations, duties shall be vacated. Membership may not transfer.

ARTICLE XIII – CORPORATE POWERS

The Corporation shall have the following enumerated powers. The Corporate powers are not an exhaustive listing.

1. To solicit, collect, receive, and manage money, securities, grants, properties, and other assets and to expend, indemnify use, sell or otherwise dispose of any and all assets of the Corporation. Further the Corporation shall have the power to operate in a fiscally prudent manner in order to achieve its stated purposes.
2. To pay reasonable compensation to all consultants, advisors, professionals and human resource personnel for research and development activities.
3. To engage in strong involvement in financial measures that are fundamental to the establishment of sound fiscal programs, essential policies and economic procedures.
4. The remuneration of research and development expenditures, fees and expenses for directors, officers employees and agents of the Corporation who are serving at the Corporation's request

while a director, officer, employee or agent of the Corporation, as the case may be, as well as in their official capacity with the Corporation.

Of any word, clause or sentence in the foregoing provisions regarding reasonable compensation shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "directors," "officers," "employees" and "agents" of the Corporation shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XIV – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, 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 the furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this Corporation.

Moreover, notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE XV – SETTLEMENT OF DISPUTES

The Corporation agrees that it will settle internal disputes in accordance with corporate policy, organizational directives, as set forth in and regulated by the administrative authority of the By-Laws of the corporation.

ARTICLE XVI - DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article Third hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XVII - DISSOLUTION

Upon 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 the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

More specifically, in the event of dissolution the residual assets of the Corporation will be transferred to Re-Birth Academy, Inc. of Tampa, Florida, an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

However, if the named recipient to Re-Birth Academy, Inc. of Tampa Florida is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Reliance may be placed upon Florida state law to establish permanent dedication of assets for exempt purposes.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII - BY LAWS

In order to insure the organizational conformity, concurrence, and unification, the Corporation shall establish a By Laws. Any such By Laws shall be introduced for law to those Corporation Members present at any such called Business Meeting. Proposed By Laws shall be altered, rescinded, or voted into law by a majority vote of members present at such business meeting wherein Amendments to the Article of Incorporation are to be proposed and adopted.

ARTICLE XIX - TERM OF EXISTENCE

The Corporation shall have perpetual existence. The Corporate existence commenced on the date the Articles of Incorporation were filed with the Secretary of State, State of Florida on March 22, 1996.

ARTICLE XX - EFFECTIVE DATE

These Articles of Amendment to the Article of Incorporation shall be effective immediately upon approval by the Secretary of State, State of Florida.

SECOND: The date of adoption of the aforesaid Articles of Incorporation of Re-Birth Children's Center, Inc. was the 12th day July, 2000.

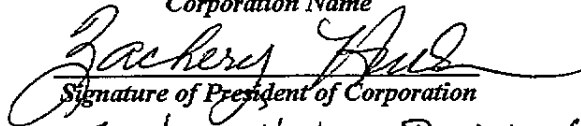
THIRD: The aforesaid Articles of Amendment to the Articles of Incorporation were presented to the members of Re-Birth Children's Center, Inc. by the Board of Directors, in the manner set forth in and regulated by the By Laws of the Corporation.

The members adopted the amendments, and the number of votes cast for amendment was sufficient for approval.

IN WITNESS WHEREOF, we have hereunto set our hand and seal acknowledged and filed pursuant to section 617.01201, Florida Statutes, the foregoing Amended Articles which comprise the Articles of Amendment to the Articles of Incorporation of Re-Birth Children's Center, Inc., a nonprofit charitable organization, under the laws of the State of Florida this 12th day of July, 2000.

Re-Birth Children's Center, Inc.

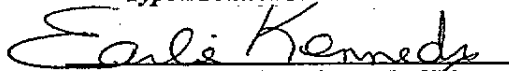
Corporation Name



Signature of President of Corporation

ZACHERY HUDSON President

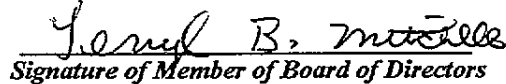
Typed/Printed Name and Title



Signature of Member of Board of Directors

Earline Kennedy Director

Typed/Printed Name and Title



Signature of Member of Board of Directors

TERRY B. MITCHELL

Typed/Printed Name and Title