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WOLF & SHORT
PROFESSIONAL ASSOCIATION
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FREDERICK R. SHORT JR.
WAYNE A. WOLF

TAXATION
WILLS, ESTATES & ESTATE PLANNING
CORPORATION & BUSINESS LAW

June 28, 1996

Return to
FIA ASAP

Jenna Eckland
Leon Branch
Attorney's Title Fund, Inc.
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

400001882584
07/03/96--01007--001
***122.50 ***122.50

Re: Normandy Village United Methodist Child Care, Inc.

Dear Jenna:

Enclosed for filing with the Secretary of State are duplicate original Articles of Incorporation of Normandy Village United Methodist Child Care, Inc.

Also enclosed is our firm check in the amount of \$122.50 to cover the following:

Filing fee Articles of Incorporation	\$35.00
Filing fee Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
	\$122.50

When these Articles have been filed, please return a certified copy to the undersigned by ordinary mail.

Thanking you, I am

Very sincerely yours,

WOLF & SHORT, P.A.

By F. R. Short, Jr.
Frederick R. Short, Jr.

JAN 10 1983

**ARTICLES OF INCORPORATION
OF
NORMANDY VILLAGE UNITED METHODIST
CHILD CARE CENTER, INC.**

ARTICLE I

Name

The name of this Corporation is NORMANDY VILLAGE UNITED METHODIST CHILD CARE CENTER, INC.

ARTICLE II

Location and Mailing Address

The principal place of business and the mailing address of the corporation shall be 7915 Herlong Road, Jacksonville, Florida 32210.

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

Purpose of Corporation

The nonprofit purpose of NORMANDY VILLAGE UNITED METHODIST CHILD CARE CENTER, INC., is to participate as an integral part of the ministry to children of the Florida Conference of the United Methodist Church by operating a healthy, safe, clean, nurturing, Christian-oriented child care facility in the Jacksonville District.

ARTICLE V

Powers

This corporation is authorized and empowered:

- (1) To exercise any and all corporate powers provided by law for corporations not for profit subject to the Book of Discipline of the United Methodist Church;
- (2) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of this corporation and to secure such debt by mortgage, pledge or lien;
- (3) To acquire, own, sell and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals, and to lend or deposit money at interest to persons, firms or corporations;
- (4) To accept, hold, invest, reinvest and administer any gifts, or bequests, or devises under the terms of any will, deed, trust, or other instrument;

(5) To receive, acquire, hold title, improve, encumber, lease, sell and convey any property, real, personal, tangible, or intangible, without limitation as to amount or value, except such limitations, if any, as may be imposed by law or contained in the instrument under which such property is received;

(6) To operate exclusively for such religious charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE VI

Prohibited Activities

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the 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) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets on Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation to the Jacksonville District of the Florida Conference of the United Methodist Church. If the Jacksonville District is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the assets shall be distributed to such charitable, educational, religious, or scientific organization or organizations as shall at the time

qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Qualification and Admission of Members

The members of this corporation shall be the District Superintendent and all lay and clergy members of the District Conference of the Jacksonville District of the Florida Conference of the United Methodist Church.

ARTICLE IX

Manner of Electing Directors

The Directors of the Corporation shall be elected by a majority of those present at the annual meeting of the Membership. The number of Directors, their term of office and the date of the annual meeting shall be determined according to the Bylaws. The original Board of Directors who shall serve until their successors are elected shall be as follows:

CHAIRMAN OF BOARD:

Mr. David C. Hastings, Sr., 4605 Argonne Lane, Jacksonville, FL 32210

VICE CHAIRMAN:

Mr. Chris Pedroni, 132 - 28th Ave. South, Jacksonville Beach, FL 32250

SECRETARY/TREASURER:

Mrs. Mazel Thompson, 1363 Ingleside Avenue, Jacksonville, FL 32205

DISTRICT SUPERINTENDENT:

Rev. Teresa L. Hill, 1415 LaSalle Street, Jacksonville, FL 32207

PARENT REPRESENTATIVES:

Mrs. Elaine Wilson, 1401 Old Middleburg Road, Jacksonville, FL 32210

Mrs. Fannie Morrow, 7142 Thurston Road, Jacksonville, FL 32210

Mr. Ralph Henderson, 8634 Lake Marietta Drive, South, Jacksonville, FL 32210

AT LARGE MEMBERS:

Cdr. David C. Hastings, Jr. 1415 LaSalle Street, Jacksonville, FL 32207
Mrs. Kitty Hastings, 4605 Argonne Lane, Jacksonville, FL 32210
Mrs. Dorothy Gneisig, P.O. Box 7983, Jacksonville, FL 32238-0983
Mrs. Dorothy Fisher, 3732 Pine Street, Jacksonville, FL 32205
Mrs. Lillian Owens, 7917 LaTrec Drive, Jacksonville, FL 32221
Mr. G. Cecil Owens, 7917 LaTrec Drive, Jacksonville, FL 32221
Mrs. Jeri Pedroni, 132 - 28th Avenue, South, Jacksonville Beach, FL 32250
Mr. Darrell Thompson, 1363 Ingleside Avenue, Jacksonville, FL 32205
Mrs. Peggy Lucgycki, 8944 Bellrose Avenue, Jacksonville, FL 32222

ARTICLE X

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7915 Herlong Road, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at that address is Ginger I. Lee.

ARTICLE XI

Exercise of Corporation Power

All corporate powers and business of the corporation shall be exercised by or under the authority of the Board of Directors as provided in the Bylaws and in The Book of Discipline of the United Methodist Church.

ARTICLE XII

Incorporators

The names and addresses of the persons signing these Articles are:

Teresa L. Hill, 1415 LaSalle Street, Jacksonville, FL 32207
Ginger I. Lee, 7915 Herlong Road, Jacksonville, FL 32210
David C. Hastings, Sr., 4605 Argonne Lane, Jacksonville, FL 32210

ARTICLE XIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIV

Director Liability

No Director shall be liable to the Corporation or its agents for money damages except (1) to the extent it is proved that such Director actually received an improper benefit or profit in money, property or services, or (2) to the extent that a judgement or other proceeding conclusively finds that such Director's action or failure to act was (a) the result of active and deliberate dishonesty or fraud, (b) intentionally wrongful, willful or malicious, and (c) material to the cause of action adjudicated in the proceeding. This Article shall be construed so as not to conflict with the provisions of Section 617.0834, Florida Statutes. The Corporation may indemnify any Officer or Director, or any former Officer or Director, to the extent permitted by law.

ARTICLE XV

Amendment

These Articles of Incorporation may be amended by a majority of the members at the annual meeting of the Membership or by a majority of the Board of Directors at a meeting called for that purpose. An amendment made by the Membership may not be modified by the Directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of June, 1996.

Teresa L. Hill
TERESA L. HILL

Ginger I. Lee
GINGER I. LEE

David C. Hastings, Sr.
DAVID C. HASTINGS, SR.

Notary: Patricia Henninger



**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is NORMANDY VILLAGE UNITED METHODIST CHILD CARE CENTER, Inc.
2. The name and address of the registered agent is:

Ginger I. Lee
7915 Herlong Road
Jacksonville, Florida 32210

ACCEPTANCE

Having been named as Registered Agent and as the person to accept Service of Process for the above stated corporation at the place designated on this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature *Ginger I. Lee*
Ginger I. Lee

Date *June 23, 1996*