

N 9600005312

TRANSMITTAL LETTER

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

SUBJECT: SERENITY Family and Children Services Corporation
(Proposed corporate name - must include suffix)

400002236934--8
-07/14/97--01048--001
*****35.00 *****35.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee	☐ \$78.75 Filing Fee & Certificate	☐ \$122.50 Filing Fee & Certified Copy	☐ \$131.25 Filing Fee, Certified Copy & Certificate
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X \$35 filing fee for Restated
Articles of Incorporation

FROM: Jane' Gray-Williams
Name (Printed or typed)

1431 Northwest 31st Avenue, Suite 100
Address

Ft. Lauderdale, Florida 33311
City, State & Zip

(954) 735-1500
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL -7 AM 8:46

FILED

Rest Prot
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7/7

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

JANA GRAY-WILLIAMS
1431 NW 31ST AVENUE
SUITE 7
FT. LAUDERDALE, FL 33311

SUBJECT: SERENITY FAMILY AND CHILDREN SERVICES CORPORATION
Ref. Number: N96000005312

We have received your document for **SERENITY FAMILY AND CHILDREN SERVICES CORPORATION** and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00025542

SERENITY Family and Children Services Corporation

1431 Northwest 31st Avenue, Suite 7, Ft. Lauderdale, Florida 33311

Phone: 954/735-1500 Fax: 954/735-6173

June 28,

FILED
91 JUL -7 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom it May Concern:

Serenity Family and Children

Services Corporation Ref# N96000005312

has submitted the Restated Articles
of Incorporation dated April 9, 1997.

The restatement was adopted by
the Board of Directors and did not
contain any amendments requiring
member approval. If any additional
information is needed please contact
us immediately.

Respectfully,

Jana Gray-Williams
President/CEO

**RESTATED ARTICLES OF INCORPORATION
FOR THE
SERENITY FAMILY AND CHILDREN SERVICES
CORPORATION**

FILED
JUL - 7 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Restated Articles of Incorporation is a natural person competent and authorized to restate the articles of incorporation for the SERENITY Family and Children Services Corporation, a nonprofit Corporation under Chapter 617 of Florida Statutes.

Article I - NAME

The name of this Corporation shall be SERENITY Family and Children Services Corporation (hereinafter Corporation).

Article II - ADDRESS

The principal place of business and mailing address of this corporation shall be 1431 Northwest 31st Avenue, Suite 7, Ft. Lauderdale, Florida 33311.

Article III - PURPOSE

This corporation is organized exclusively for educational, charitable, religious, and scientific purposes, including and for such purposes as 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 specific and primary purposes for which this Corporation is formed is to: provide child day care services; provide for the instruction of individuals for the purposes of improving or developing their capabilities, or the instruction of the public on subjects useful to individuals and beneficial to the community; promote community service work intended to benefit the poor, distressed, or underprivileged; provide cultural, museum, recreational, crime prevention, and

social benefits to children; improve the quality and increase the availability of outreach family day care, group day care, after school and out-of-school care and development services for underprivileged, disadvantaged, at-risk, abused and neglected children; provide services and programs that place a special emphasis on minorities; promote training and employment in the day care industry for welfare recipients, low-income and economically disadvantaged teenagers and adults; conduct school readiness assessments of preschool children that reflect and strengthen a child's progress in the areas of feelings of self-worth, social skills, discovery skills, awareness of what goes on in the immediate environment, interest in events large and small, creativity and imagination, flexibility, school readiness, self care and safety, discipline and control, language skills and general physical health; perform outreach support services that provide academically accredited skill exercises that make learning easier for children in areas of memory, mathematics, science, questioning, feeling ready, and language development; and provide after-school and out-of-school services for children in areas of leisure time physical skills, the arts, games, clubs, collections, and crafts. **This Corporation shall not be for profit.**

Article IV - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 II herein. 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 any political campaign on behalf of or in opposition to any candidate for public office. 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, 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 V - MANNER OF ELECTION OF DIRECTORS

The initial Board of Directors shall be elected by a majority vote of the incorporators. Subsequent Board members shall be elected by the members of the corporation as set forth in the By-Laws of the Corporation. The Corporation officers and positions are:

- ☐ President/CEO - Jana' Gray-Williams
- ☐ Vice President - John L. Gray
- ☐ Secretary - Juliet Williams
- ☐ Treasurer - Juanita Gray
- ☐ Legal Counsel - Jerome Edmund Gray, Esquire

The manner by which the Board of Directors and Officers shall conduct the business of the Corporation shall be stated in the by-laws.

Article VI - MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By-Laws for the Corporation.

Article VII - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

Article VIII - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

Article IX - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

Article X - AMENDMENT OF BY-LAWS

This Corporation shall have the right and power to enact By-Laws and the further right and power to alter, amend or rescind the same upon previous notice of intention to alter, amend, or rescind the same for such length of time as may be prescribe by the By-Laws, Rules or Regulations of this Corporation, including the manner or procedure thereof, at any business meeting or session, or at any Special meeting called for that purpose. Any alteration, amendment or rescinding of the By-Laws of this Corporation shall be made by a majority vote of the Board of Directors.

Article XI - STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article XII - THE TERM FOR WHICH THIS CORPORATION MAY EXIST

This Corporation shall have perpetual existence.

Article XIII - REGISTERED OFFICE AND AGENT

The initial address of the registered office of this Corporation is 1431 Northwest 31st Avenue, Suite 7, Ft. Lauderdale, Florida 33311. The name of the Corporation's initial registered agent located at the registered office is Jerome Edmund Gray, Esquire.

Article XIV - NAME AND ADDRESS OF INCORPORATORS

The name and address of the incorporators for this Corporation are:

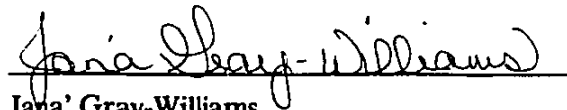
- ☐ Jana' Gray-Williams, 3011 Northwest 21st Street Ft. Lauderdale, FL 33311
- ☐ Juliet Williams, 3021 Northwest 21st Street Ft. Lauderdale, FL 33311
- ☐ Jerome Edmund Gray, Esquire, 3011 Northwest 21st Street, Ft. Lauderdale, FL 33311

ARTICLE XV - 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. However, if the named recipient 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.)

The undersigned incorporator has executed these Restated Articles of Incorporation this 9th day of April, 1997.

Signature of Incorporator:


Jana' Gray-Williams