

N96000006293
R.N. Gordon

Requestor's Name
P.O. Box 1041
Address
Tulahassee, Fla 32302 386-2581
City/State/Zip Phone #
1-1-97

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Armstead And Company, Inc. 500002025975--5
(Corporation Name) (Document #)
-12/11/96--01046--025
****122.50 ****122.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ARMSTEAD AND COMPANY, INC.

EFFECTIVE DATE
1-1-97

I, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation not for profit under the laws of the state of Florida.

ARTICLE I. NAME

The name of this corporation shall be ARMSTEAD AND COMPANY, INC.

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the Corporations Not For Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSES

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, county, territory, or nation. The business and purpose of the organization shall be:

The specific and primary purpose for which this corporation is formed is to operate for charitable purposes to provide day care for families in Leon and surrounding counties.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as well as qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. TERM

This corporation shall have a perpetual existence. The effective date of the above mentioned corporation shall be January 1, 1997.

ARTICLES V. MEMBERSHIP

The authorized number, qualifications, and manner of admission of member of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VI.

OFFICE IDENTIFICATION OF REGISTERED AGENT

The address of this corporation's initial registered office in the State of Florida is 2413 Mayfair Road Tallahassee, Florida 32303.

The name of this corporation's initial registered agent at the above address is Raleigh N. Gooden.

ARTICLE VII. - MANAGEMENT OF CORPORATION AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, or President, as designated by the directors. The number of directors of the corporation shall be no less than three provided however, that such number may be enlarged by a bylaw duly adopted by the members.

The directors name herein as the first board of directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term one (1) year until the annual meeting of members following the election of directors and until the qualifications of the successors in office. Annual meetings shall be held on a date designated in the bylaws of each year at the principal office of the corporation, or at such other place or times as the board of directors may designate from time to time by resolution.

The names and addresses of such first members of the board of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Henderson	2507 Sir Williams Street Tallahassee, Florida 32310
Ed Freeman	901 Groveland Hills Drive Tallahassee, Florida 32311
Robert Woolfork	6548 Kingman Trail Tallahassee, Florida

The board of directors shall elect from among themselves the following officers: Chair, Secretary, and Treasurer and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
David Henderson	Chair	2507 Sir Williams Street Tallahassee, Florida 32310
Ed Freeman	Secretary	901 Groveland Hills Drive Tallahassee, Florida 32311
Robert Woolfork	Treasurer	6548 Kingman Trance Tallahassee, Florida

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE IX. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable 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 individual.

ARTICLE X. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum present of members of the corporation.

ARTICLE XII. SUBSCRIBERS

The names and residence addresses of the subscribers to these articles of incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raleigh N. Gooden	2413 Mayfair Road Tallahassee, FL 32303

I, the undersigned, being the sole incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on this 11th day of December, 1996.


Raleigh N. Gooden

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

In compliance with the Florida General Corporation Act, the following is submitted:

ARMSTEAD AND COMPANY, INC. with its place of business at 471 West Tennessee, Tallahassee, Florida 32302 has named Raleigh N. Gooden, located 2413 Mayfair Road, Tallahassee, Florida as its agent to accept service of process within Florida.

Dated this 11th day of December, 1996.


Raleigh N. Gooden

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the prior and complete performance of my duties, and I accept the duties and obligations as set forth in the Florida General Corporation Act.

Dated this 11th day of December, 1996.


REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that before me, and officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements personally appeared Raleigh N. Gooden, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.