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TRANSMITTAL LETTER

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

SUBJECT: MIRACLE DAYCARE & LEARNING CENTER, INC.

Enclosed is an original and one (1) copy of the Article of
Incorporation and our check for \$122.50.

FROM: SHARON MICKENS
4312 Springfield Blvd.
Jacksonville, Fl. 32206
(904) 764-1309

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 AM 9:54

RP
03-30-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

SHARON MICKENS
4312 SPRINGFIELD BLVD.
JACKSONVILLE, FL 32206

SUBJECT: MIRACLE DAYCARE & LEARNING CENTER, INC.
Ref. Number: W98000004647

We have received your document for MIRACLE DAYCARE & LEARNING CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is no provision that allows for non-profit corporations to hold stock. Please delete the information in Article IV or the entire article.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 298A00011643



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1998

SHARON MICKENS
4312 SPRINGFIELD BLVD.
JACKSONVILLE, FL 32206

SUBJECT: MIRACLE DAYCARE & LEARNING CENTER, INC.
Ref. Number: W98000004647

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please accept our apology for failing to mention this in our previous letter.

The principal office and registered office addresses are not consistent throughout the document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 298A00011643

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

FOR

A FLORIDA NON-PROFIT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: MIRACLE DAYCARE & LEARNING CENTER, INC.

ARTICLE II

The corporation is organized pursuant to the provisions of Florida Business Corporation Code, and the duration of the Corporation shall be perpetual

ARTICLE III

The principle place of business and mailing address of this corporation shall be:

MIRACLE DAYCARE & LEARNING CENTER, INC.
4312 Springfield Blvd.
Jacksonville, Fl. 32206

ARTICLE IV

The principal address and the registered office are the same.
The name and address of the initial registered agent is:

Sharon Mickens
4312 Springfield Blvd
Jacksonville, Fl. 32206

ARTICLE V

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Sharon Mickens , President
1856 W. 30th Street
Jacksonville, Fl. 32209

FAYE MAYRANT, Vice President
1856 W. 30th Street
Jacksonville, Fl. 32209

Laura Mickens, Sec./Treas.
1549 W. 25th Street
Jacksonville, Fl. 32209

ARTICLE VI

The initial Board of Directors shall consist of no members at this time. However, the manner of election will be stated in the By-Laws

ARTICLE VII

This corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

- (a) To provide quality daycare and afterschool care
- (b) To provide school readiness
- (c) To provide this service to low-income and disadvantaged children

To render all services and advice related above.

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empower to pay any reasonable compensation to these people for service rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VIII

The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates if so provided in the by-laws.

ARTICLE IX

Said organization 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 corresponding section of any future federal tax code.

ARTICLE X

No part of the net earnings of the organization shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereto

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 23rd day of January 19 98

Sharon J. Mickens
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 AM 9:54

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE ...

Pursuant to the provisions of section 607.0501, 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: MIRACLE DAYCARE & LEARNING CENTER, INC.
2. The name and address of the registered agent and office is:

SHARON MICKENS
4312 Springfield Blvd.
Jacksonville, Fl. 32206

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in 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 obligations of my position as registered agent.

Sharon J. Mickens
(Signature)

1/23/98
(Date)