

**N98000002502**

TRANSMITTAL LETTER

FILED

98 APR 30 PM 4:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: PRECIOUS GEM LEARNING AND DAY CARE CENTER, INC.  
(Proposed corporate name - must include suffix)

900002507159--9  
-05/01/98--01001--030  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**ADDITIONAL COPY REQUIRED**

FROM: JOHN E. TRIBUE  
Name (Printed or typed)

325 SOUTH TENTH STREET  
Address

QUINCY, FLORIDA 32351  
City, State & Zip

(850) 627-7636 / (850) 627-7636  
Daytime Telephone number

98 APR 30 PM 4:20

RECEIVED

(5)

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

**ARTICLES OF INCORPORATION  
OF  
PRECIOUS GEM LEARNING AND DAY CARE  
CENTER, INC.**

FILED  
98 APR 30 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be Precious Gem Learning and Day Care Center, Inc.

**ARTICLE II - PRINCIPAL LOCATION**

**Section 1.** The principal location of the corporation shall be 803 East Jefferson Street, Quincy, Florida 32351.

**Section 2.** The mailing address of this corporation shall be 325 South Tenth Street, Quincy, Florida 32351.

**ARTICLE III - PURPOSES**

The specific purposes for which this corporation is organized are to:

**Section 1**

- a. Provide quality child care and early childhood education to children whose ages range from one (1) year old to twelve (12) years old.

**Section 2**

- a. This corporation shall be organized exclusively for charitable, religious, educational and scientific purposes, including but not limited to such purposes as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustee 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 purposes clause hereof. No substantial part of the activities of the organization shall be the 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 these articles, 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, or (b) by any organization, contributions to which are deductible under section 170 (c) of the Internal Revenue Code or corresponding section of any future federal tax code.

**Section 3.** To organize a board of directors that shall provide general managerial, policy-making and oversight responsibilities.

**Section 4.** To obtain necessary funding to adequately finance the corporation's activities.

#### **ARTICLE IV - OFFICERS**

The officers of this corporation shall be a:

1. President
2. Vice President
3. Secretary/Treasurer

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

**Section 1.** The original incorporators shall serve as the initial board of directors.

**Section 2.** Directors shall be elected biennially by the membership.

**Section 3.** The board of directors shall be the membership and the membership shall be the board of directors.

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent shall be John E. Tribue, whose address is 325 S. Tenth Street, Quincy, Florida 32351.

**ARTICLE VII - INCORPORATORS/SUBSCRIBERS**

The names and addresses of the incorporators are:

Robert Williams / Robert Williams 4/30/98  
NAME SIGNATURE DATE

1029 Experiment Station Road  
MAILING ADDRESS

Quincy, Florida 32351  
CITY STATE ZIP CODE

Charleston Holt / Charleston Le Holt 4-30-98  
NAME SIGNATURE DATE

656 S. 11th Street  
MAILING ADDRESS

Quincy, Florida 32351  
CITY STATE ZIP CODE

Ella Mae Gee / Ella Mae Gee 4/30/98  
NAME SIGNATURE DATE

204 N. Chalk Street  
MAILING ADDRESS

Quincy, Florida 32351  
CITY STATE ZIP CODE

**ARTICLE VIII - AMENDMENTS**

These articles of incorporation may be amended by a majority vote of the board of directors present and voting at a regular or special meeting, providing that a written notice is mailed to each member at least ten (10) days prior to the date of the meeting. The notice must state what article is being amended and what the proposed change is. A quorum must be established before any action can be taken.

**ARTICLE IX - DISSOLUTION**

With a majority vote of the members present and voting, this corporation can be dissolved, otherwise, it shall be perpetual. Should dissolution receive a favorable vote, all assets remaining after liquidating all liabilities shall first be made available to the funding sources. In the event those sources choose to allow the assets to remain with this dissolving organization, this corporation shall then offer them to another 501(c)(3) organization and finally to a unit of local government. In the event all of these fail, the corporation may sell its equipment, furniture and other non-cash assets and divide the proceeds along with other previously remaining cash on a prorated basis and refund it to the sources providing the cash or funding that was used to purchase non-cash assets. Private donations or funds raised through solicitations or other non-grant means shall be transferred to another 501(c)(3) organization providing similar services as the dissolved corporation.

---

Having been named as registered agent and to accept services of process for the above stated corporation as 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 the obligations of my position as registered agent.

*John E. Tribue*  
Signature

John E. Tribue  
Registered agent

4/30/98  
Date

FILED  
98 APR 30 PM 4: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA