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TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SUBJECT:** B. and B. Early Childhood Educational and Developmental Center, Inc.  
(Proposed corporate name - must include suffix)

300002617963--7  
-08/17/98--01101--017  
\*\*\*\*\*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: Fertrina Richardson  
Name (Printed or typed)

915 S.W. 3rd Street  
Address

Havana, Florida 32333  
City, State & Zip

(850) 539-0269/ (850) 877-4380  
Daytime Telephone number

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P. Hall

AUG 17 1998

(7)

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

**ARTICLES OF INCORPORATION  
OF  
B AND B EARLY CHILDHOOD EDUCATIONAL AND  
DEVELOPMENTAL CENTER, INC.**

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**ARTICLE I  
NAME**

The name of this corporation shall be B and B Early Childhood Educational and Developmental Center, Inc.

**ARTICLE II  
PRINCIPAL LOCATION**

The principal location of this corporation shall be 915 S. W. 3<sup>rd</sup> Street, Havana, Florida 32333.

**ARTICLE III  
DURATION**

This corporation shall be perpetual unless it is dissolved in the manner prescribed in Article XIII of this article of incorporation.

**ARTICLE IV  
PURPOSES**

The purposes for which this corporation is organized are as follows:

- SECTION 1.** Meet compliance of the provisions of Chapter 617 of the Florida Non-Profit Corporation Act.
- SECTION 2.** Provide quality childcare and early childhood education and development for young children.
- SECTION 3.** Be exclusively for charitable, religious, educational and scientific purposes, including but not limited to such purposes as making distributions to organizations that qualify under section 501 (c) (3) of the Internal Revenue Service as corresponding section of any future federal tax code.

## **ARTICLE V MEMBERSHIP**

- SECTION 1.** The membership of this corporation shall be without limit and shall be without limit and shall be open to any member of the community who have reached the Florida legal age to conduct business.
- SECTION 2.** No person shall be denied membership because of race, color, creed, national origin, political affiliation, religion, handicapping condition or other non-meriting factors.
- SECTION 3.** Persons working to improve the services provided by this corporation may be eligible to become a member providing they set forth their interest in becoming a member in writing.
- SECTION 4.** The Board of Directors shall approve or disapprove applications for membership.
- SECTION 5.** The Board of Directors shall have the power to expel or dismiss any member of the organizations who refuses to carry out his/her assigned obligations or who refuses or neglects to comply with provisions of the governances of the corporation.
- SECTION 6.** The Board shall set forth in writing the changes or allegations against any member before a vote to discharge is taken. The person shall have an opportunity to rebut or refute the allegations before a vote is taken.
- SECTION 7.** The vote to dismiss a member shall be by secret ballot. A simple majority of the members present voting shall be sufficient to dismiss a member.

## **ARTICLE VI BOARD OF DIRECTORS**

- SECTION 1.** The Board of Directors shall be comprised of no less than five (5) members nor more than nine (9) members.
- SECTION 2.** The Board of Directors shall hire the chief staff person but shall not involve itself in the hiring of other staff persons.
- SECTION 3.** The Board shall perform oversight responsibilities to ensure compliance with all contracts, rules and regulations governing grants and other official responsibilities.

**SECTION 4.** The Board shall elect officers.

**SECTION 5.** The Board shall, in addition to the duties stated above in this article and Article V, perform all functions and duties peculiar to non-profit organizations.

## **ARTICLE VII BOARD LIMITATIONS**

**SECTION 1.** Member of the Board shall not be compensated for services rendered to and on behalf of the corporation. They may, however, be reimbursed for expenses incurred in the performance of services rendered for and on behalf of the corporation.

**SECTION 2.** The Board shall not institute policies that provide for or promote discrimination based on the conditions set forth in Article V, Section 2.

**SECTION 3.** No part of the net earnings of the organization shall inure to the benefit of, or be 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 purposes clause hereof. No substantiated 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 any 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 which are deductible under section 170 (c) of the Internal Revenue Code or corresponding section of any future federal tax code.

**SECTION 2.** The Board shall not institute policies that provide for or promote discrimination based on the conditions set forth in Article V, Section 2.

**ARTICLE VIII  
OFFICERS**

The officers of this corporation shall be a:

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

**ARTICLE IX  
MANNER OF ELECTION OF DIRECTORS**

- SECTION 1.** The original incorporators shall serve as the initial Board of Directors.
- SECTION 2.** Directors shall be elected bi-annually by the membership.
- SECTION 3.** The Board of Directors shall be the membership and the membership shall be the Board of the Directors unless the Board by majority vote acts to change the membership level.

**ARTICLE X  
INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent shall be Jeanette Green, whose address is 940 Sikes Street, Quincy Florida 32351.

**ARTICLE XI  
INCORPORATORS/SUBSCRIBERS**

The name and addresses of the incorporators are:

<u>Fertrina Richardson</u>	<u></u>	<u>08/16/98</u>
Name	Signature	Date

President

1562 Patrick Avenue  
Mailing Address

<u>Tallahassee</u>	<u>Florida</u>	<u>32310</u>
City	State	Zip Code

Margaret Franklin Margaret Franklin  
Name Signature

08/16/98  
Date

Vice President

1101 Missionwood Lane  
Mailing Address

Tallahassee Florida 32304  
City State Zip Code

Robert Richardson Robert Richardson  
Name Signature

08/16/98  
Date

Secretary Treasurer

214 First Street  
Mailing Address

Havana Florida 32333  
City State Zip Code

Vernell Ross Vernell Ross  
Name Signature

08/16/98  
Date

Conyers Street  
Mailing Address

Havana Florida 32333  
City State Zip Code

Edward Butler Edward J. Butler  
Name Signature

08/16/98  
Date

406 U. S. 27 South  
Mailing Address

Havana Florida 32333  
City State Zip Code

**ARTICLE XII  
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. An amendment may be a rescission of an entire section or article. A quorum must be established before any action can be taken with request to making a change in these articles.

### ARTICLE XIII DISSOLUTION

With a majority 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 these 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. Assets not disposed of through the aforementioned means, shall be presented to court in Gadsden County for disposition.

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

Jeanette Green  
Signature of Registered Agent

08/16/98  
Date

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Typed or Printed Name of Registered Agent

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TALLAHASSEE, FLORIDA