

N 99000004517

The Law Offices of
Howard L. Schwartz, P.A.
1801 S. Federal Highway
Suite 245B
Delray Beach, Florida 33483

FILED

01 JAN 24 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Howard L. Schwartz, Esquire
561-997-0000

Facsimile: 561-272-4001

Assistant: Susan Landesman
561-241-0000

January 12, 2001

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

Re: Restatement of Articles of Incorporation of
R. M. Lee Community Development Center, Inc.

000003572870--8
-01/24/01--01045--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed, are the original and one copy of the Restatement of Articles for the above referenced Non-Profit.

After filing, please return one certified copy of this Restatement to this office. Enclosed, is our check for \$35.00, please file this Restatement as soon as possible.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,
The Law Offices of
Howard L. Schwartz, P.A.

Howard L. Schwartz

*Restate
3-27-01
HLS*

Howard L. Schwartz
HLS/sl

St.John.RestatementofArt011201

**The Law Offices of
Howard L. Schwartz, P.A.**
1801 S. Federal Highway
Suite 245B
Delray Beach, Florida 33483

Howard L. Schwartz, Esquire
561-997-0000

Facsimile: 561-272-4001

Assistant: Susan Landesman
561-241-0000

March 1, 2001

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

Re: Restatement of Articles of Incorporation of
R. M. Lee Community Development Center, Inc.

Dear Sir/Madam:

Enclosed, is the original and one copy of the Restatement of Articles for the above referenced Non-Profit. Also, enclosed, is a copy of your letter number 201A00006468. In addition, you are in possession of our check for \$35.00, for filing fees.

After filing, please return one certified copy of this Restatement to this office.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,
The Law Offices of
Howard L. Schwartz, P.A.



Howard L. Schwartz
HLS/sl

St.John.RestatementofArt030101

RECEIVED
01 MAR -5 AM 9:19
DIVISION OF CORPORATIONS

The Law Offices of
Howard L. Schwartz, P.A.
1801 S. Federal Highway
Suite 245B
Delray Beach, Florida 33483

Howard L. Schwartz, Esquire
561-997-0000

Facsimile: 561-272-4001

Assistant: Susan Landesman
561-241-0000

March 23, 2001

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

Re: Restatement of Articles of Incorporation of
R. M. Lee Community Development Center, Inc.

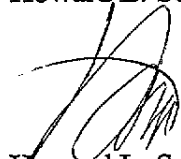
Dear Sir/Madam:

Enclosed, is the original and one copy of the Restatement of Articles for the above referenced Non-Profit. Also, enclosed, is a copy of your letter number 601A00013377. The language regarding the adoption by the Board has been incorporated into paragraph one of the Restatement and the Restatement has been signed by an officer of the Board.

In addition, you are in possession of our check for \$35.00, for filing fees.

After filing, please return one certified copy of this Restatement to this office. If you have any questions, please do not hesitate to contact my office.

Very truly yours,
The Law Offices of
Howard L. Schwartz, P.A.



Howard L. Schwartz
HLS/sl

St.John.RestatementofArt032301

RECEIVED
01 MAR 27 AM 10:34
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2001

HOWARD L. SCHWARTZ, P.A.
SUITE 245B
1801 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, FL 33483

SUBJECT: R.M. LEE COMMUNITY DEVELOPMENT CENTER, INC.
Ref. Number: N99000004517

We have received your document for R.M. LEE COMMUNITY DEVELOPMENT CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 201A00006468



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 2001

HOWARD L. SCHWARTZ, P.A.
SUITE 245B
1801 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, FL 33483

SUBJECT: R.M. LEE COMMUNITY DEVELOPMENT CENTER, INC.
Ref. Number: N99000004517

We have received your document for R.M. LEE COMMUNITY DEVELOPMENT CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 date of adoption of each amendment must be included in the document.

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

Please contact the undersigned before making corrections or returning your document to this office.

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 (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 601A00013377

RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF

R.M. LEE COMMUNITY DEVELOPMENT CENTER, INC.

FILED
01 JAN 24 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the Members, desiring to restate this Not for Profit Corporation, which was adopted by the Board of Directors on February 28, 2001, and does not contain any amendment requiring Board approval, for the purposes hereinafter stated, under and pursuant to Chapter 617 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be R. M. LEE COMMUNITY DEVELOPMENT CENTER, INC.

II. BUSINESS AND POWERS

The Non-Profit Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida including but not limited to the following rights:

SECTION A: To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge of security interests in personal property, or without security, but only to the extent permitted a business corporation under the non-profit corporation law of this state.

SECTION B: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for

this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION C: To invest and deal with the funds of this Non-Profit Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION D: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this Non-Profit Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

III. PURPOSE

The purpose of this Non-Profit Corporation is to provide a childcare center and to engage in any other activities consistent with and in furtherance of community development purposes.

Said corporation 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 the corresponding section of any future federal tax code.

Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by a nonprofit organization under section 501(c)(3) of the Internal Revenue Code of 1986 and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IV. USE OF PROCEEDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

V. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than one hundred (\$100.00) dollars.

VI. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VII. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 900 N. Seacrest Blvd., Boynton Beach, FL 33435.

VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than five (5) and not more than thirteen (13).

IX. DIRECTORS

The names and street addresses of the Board of Directors, who subject to the provisions of these Restatement of Articles of Incorporation, shall hold office until their successors are elected and shall have qualified are:

NAMES and ADDRESSES:

Earl Heath
900 N. Seacrest Blvd.
Boynton Bch., Fl 33435

Daisy Stephens
900 N. Seacrest Blvd
Boynton Beach, FL 33435

Octavia Sherrod
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Oris Walker
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Katie Meeks Butler
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Charlie Frazier
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Muslima Lewis-Rose
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Larry Watson
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Cynthia Michelet
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Yvonne Odom
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Frances Francis
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Alexander Edmonds, Jr.
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

The Corporation shall have Non-Voting Members, who shall be elected (and may be removed) by the Non-Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights a privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each Non-Voting Members are as follows:

Earl Heath
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Daisy Stephens
900 N. Seacrest Blvd.
Boynton Bch., FL 33435

Charlie Frazier
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Octavia Sherrod
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Muslima Lewis-Rose
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Oris Walker
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Larry Watson
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Katie Meeks Butler
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Cynthia Michelet
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Yvonne Odom
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Frances Francis
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

Alexander Edmonds, Jr.
900 N. Seacrest Blvd.
Boynton Beach, FL 33435

X. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the Non-Profit Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the members, and no member shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION E: To make lawful disposition of any paid-in capital or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

XI. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Non-Profit Corporation may at any time subject itself to is unlimited.

XII. DISSOLUTION

Upon the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

XIII. REGISTERED OFFICE AND AGENT

The street address of the registered office of this Non-Profit Corporation is 1801 S. Federal Highway, Suite 245B, Delray Beach, FL 33483 and the name of the registered agent of this Non-Profit Corporation at that address is HOWARD L. SCHWARTZ.

XIV. EFFECTIVE DATE

The effective date of this Non-Profit Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at 1801 S. Federal Highway, Suite 245B, Delray Beach, Florida 33483, Palm Beach County, Florida this 23 day of March, 2001.

Muslima Lewis-Rose (Seal)
Muslima Lewis-Rose
Officer

Howard L. Schwartz (Seal)
HOWARD L. SCHWARTZ
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of March, 2001, by Muslima Lewis Rose, who is personally known to me ~~or who has produced~~ _____ as identification and who did take an oath.

NOTARY PUBLIC:
sign: Susan Landesman
print: _____
State of Florida at Large (Seal)

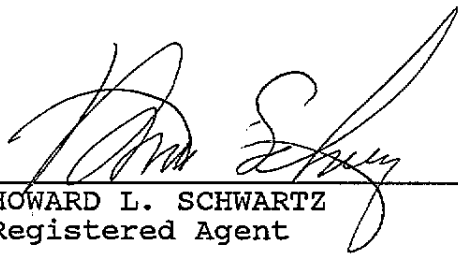


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that R. M. Lee Community Development Center, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 900 N. Seacrest Blvd., Boynton Beach, FL, has named HOWARD L. SCHWARTZ, as its agent whose office address is 1801 S. Federal Highway, Suite 245B, Delray Beach, Florida 33483, to accept service of process within this state.

Having been named to accept service of process for the above-stated Non-Profit Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



HOWARD L. SCHWARTZ
Registered Agent