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TRANSMITTAL LETTER

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

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SUBJECT: Katie's Safe Haven Learning Center, Inc.
(Proposed corporate name - must include suffix)

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 of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate
- ADDITIONAL COPY REQUIRED**

FROM: Alex Rose
Name (Printed or typed)

220 Bermuda St.
Address

Titusville, FL 32780
City, State & Zip

407-383-7352
Daytime Telephone number

FILED
 99 NOV 22 PM 12: 02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

PH 11/24/99

ARTICLES OF INCORPORATION
OF
KATIE'S SAFE HAVEN LEARNING CENTER, INC.
A FLORIDA NONPROFIT CORPORATION

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TALLAHASSEE, FLORIDA

Article 1. Name.

The name of the Corporation is: Katie's Safe Haven Learning Center, Inc.

Article 2. Term.

This corporation shall have a perpetual existence.

Article 3. General and Specific Purposes.

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for childcare.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) or 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 that Code.
- (c) 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, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4. Principal Office.

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

190 Center Street
Cape Canaveral, Florida 32920

Article 5. Management of Corporate Affairs

- (a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5); provided, however that such number may be changed by a bylaw duly adopted by the board of directors but in no case be less than three (3).

Directors will be elected at the annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the first annual meeting of the board of directors following the election of the board of directors and until the qualification of the successors in office. Annual meetings will be held at 7:00 o'clock p.m. on the third Thursday in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

Alex Rose, 220 Bermuda St., Titusville, FL 32780
Janet Skagseth, 438 Grant St., Cocoa Beach, FL 32931
Victoria Candelora, 2085 Abalone Avenue, Indialantic, FL 32903
Joy C. Salamone, 7103 Orange Ave., Cape Canaveral, FL 32920
Kenneth P. Karpinski, 1470 Dorsal St., Merritt Island, FL 32952

- (b) **Corporate Officers.** The board of directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

Article 6. Bylaws

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 therefore in the bylaws.

Article 7. Dedication of Assets

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Three hereof.

Article 8. Distribution of Assets

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 Competent Jurisdiction of the county in which the principal office of the corporation 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.

Article 9. Stock

This corporation will issue no stock.

Article 10. Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Alex Rose
220 Bermuda St.
Titusville, FL 32780

Article 11. Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by the vote of two-thirds of the board of directors.

Article 12. Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

Alex Rose
220 Bermuda St.
Titusville, FL 32780

Alex Rose 11/19/99
Signature/Incorporator Date

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 the obligations of my position as registered agent.

Alex Rose 11/19/99
Signature/Registered Agent Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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