

TRANSMITTAL LETTER  
**Pol000084209**

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

SUBJECT: Primrose Prep Learning Center, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Gwynndolyn Ingram  
Name (Printed or typed)

9076 Baywood Park Dr  
Address

Seminole, FL 33777  
City, State & Zip

727-393-1717 / 813-966-6717  
Daytime Telephone number

000004555450--8  
-08/24/01-01064--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG 24 AM 9:10

FILED

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

g8/27

Articles of Incorporation  
Of  
Primrose Prep Learning Center, Inc.

FILED  
01 AUG 24 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I

The name of this corporation shall be Primrose Prep Learning Center, Inc.

Article II

The principle offices of the corporation shall be located at 9076 Baywood Park Drive Seminole, FL. 33777 Attn: Gwyndolyn Ingram, and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the directors. The name and address of the initial registered agent and registered office of this corporation is

Gwyndolyn Ingram  
9076 Baywood Park Drive  
Seminole, FL. 33777

Article III

The general nature of the business to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporation organized under and by virtue of the laws of the State of Florida, shall be as follows:

- a.) The provision of Child Day Care Service in accordance with the laws of the State of Florida.
- b.) To buy, sell option, deal in, lease, hold or improve day care equipment and related day care services and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the corporation, and to sell lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.
- c.) To buy, sell, discount, and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as

- principle and as agent; to also buy, sell, and place liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property and to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.
- d.) To purchase and sell for itself personal property stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States. To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital and provided further that shares of its own capital stock owned by the corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.
  - e.) To act as fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure payment of the same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages any or all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.
  - f.) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.
  - g.) To publish material for distribution and/or sale.
  - h.) To acquire, enjoy utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and hereunder, and to manufacture, sell and distribute, at wholesale or retail, all articles covered by patents, copyrights, or retail, all such articles covered by patents, copyrights, or trademarks.
  - i.) To apply and qualify to carry on general nature of businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.
  - j.) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the State of Florida.
  - k.) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the

corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation of any amendment thereof.

#### Article IV

The authorized capital stock of the corporation is 1,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonaccessible.

#### Article V

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VI

This corporation shall have perpetual existence.

#### Article VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Gwyndolyn Ingram  
9076 Baywood Park Drive  
Seminole, FL. 33777

And the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Gwyndolyn Ingram  
President/Secretary/Treasurer

James Allen Ingram III  
Vice President

#### Article VIII

The time and place of the annual stockholders' meeting shall be the fourteenth (14<sup>th</sup>) day of January of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting. The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. The Board shall fill all vacancies in the Board until the next annual meeting.

#### Article IX

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

#### Article X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Article of Incorporation.

#### Article XI

The power to adopt, alter, or repeal Bylaws shall be vested in the Board of Directors.

#### Article XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

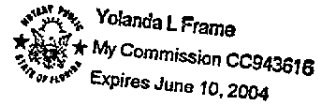
STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 23<sup>rd</sup> day of August, 2001, personally appeared before me, the undersigned authority, Gwyndolyn Ingram, to me well known to be the person described in and who executed the foregoing instrument and acknowledged the execution thereof to be this his free act and deed for the uses and purposes therein set forth.

WITNESS by hand and official seal the date last aforesaid.

My commission expires: 6/10/2004

Yolanda L. Frame  
Notary Public

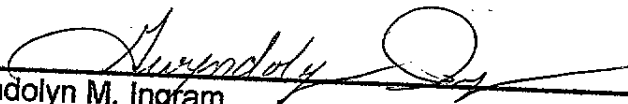


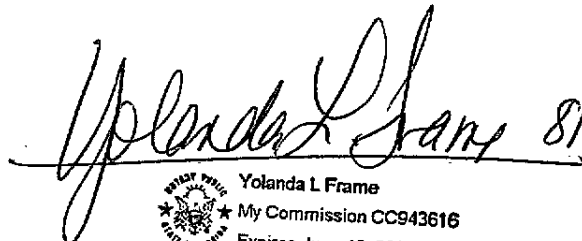
Article XIII

No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or majority thereof, and director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida, this the 30 day of August 2001.

I hereby accept designation as registered agent for said corporation.

  
Gwyndolyn M. Ingram

 8/23/01  
Yolanda L. Frame  
My Commission CC943616  
Expires June 10, 2004



**FILED**  
01 AUG 24 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA