

P04000091226

700 S. Clara Ave  
DeLand, FL 32520

(City/State/Zip/Phone #)

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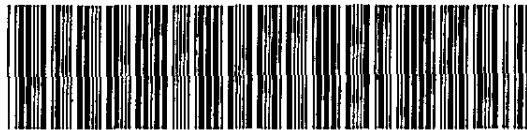
(Business Entity Name)

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W04-21625

FILED  
JUN 14 2004  
TALLAHASSEE, FLORIDA

04 JUN 14 PM 1:39

06-19-04  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 4, 2004

LESHA JAMES  
700 SOUTH CLARA AVE  
DELAND, FL 32720

SUBJECT: LADYLEE'S ANGELS ACADEMY, INC.  
Ref. Number: W04000021625

We have received your document for LADYLEE'S ANGELS ACADEMY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of 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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 604A00038367

**ARTICLES OF INCORPORATION  
OF  
LADYLEE'S ANGELS ACADEMY, INC.**

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04 JUN 14 PM 1:40  
TALLAHASSEE, FLORIDA

The undersigned natural person(s) hereby establishes a profit corporation pursuant to the "Florida Profit Corporation Act" and adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this corporation is **LADYLEE'S ANGELS ACADEMY, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal office of this Corporation is: **700 South Clara Avenue, DeLand, Florida 32720.**

**ARTICLE III GENERAL PURPOSE**

This corporation is organized for the purpose of Childcare Services, and for the purpose of transacting or engaging in all other activities permitted for a corporation for profit under the laws of the United States and of the State of Florida which are conducive to serving the mission of Childcare Services.

**ARTICLE IV SHARES**

The number of shares of stock in this corporation shall initially be 100 (one hundred). The number may increase from time to time do to the potential growth of this corporation.

**ARTICLE V DURATION**

This corporation shall have perpetual existence commencing on the day of filing of Articles of Incorporation by the Department of State.

**ARTICLE VI BOARD OF DIRECTORS**

The Business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors shall consist of that number of persons set forth in the Bylaws of this corporation. The number of directors, if the Bylaws fail to fix such a number, shall be determined by resolution adopted from time to time by the Board of Directors, provided that the number of directors shall not be more than ten nor less than three. The Board of Directors shall be elected by a majority of the

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Directors then in office, in the manner set forth in the Bylaws of the corporation. The following persons are elected to serve as the corporation's initial directors until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified:

**Names and Address:**

**Lesha James**  
700 South Clara Avenue  
DeLand, Florida 32720

**Henry L. James, Jr.**  
700 South Clara Avenue  
DeLand, Florida 32720

**Markesha James**  
700 South Clara Avenue  
DeLand, Florida 32720

**ARTICLE VII OFFICERS**

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other officers as the Board believes will be in the best interest of the corporation and shall serve at the pleasure of the Board of Directors. These officers shall be elected at the first meeting of the Board of Directors and shall continue to hold office for the term of one year or until their successors are duly elected and qualified.

**ARTICLE VIII BYLAWS**

The Board of Directors shall have the power to adopt the initial Bylaws of the corporation. Thereafter, the power to amend such Bylaws shall be vested as provided in the Bylaws themselves.

**ARTICLE IX AMENDMENTS TO ARTICLES OF INCORPORATION**

The corporation may amend its Articles of Incorporation by a majority vote of the Board of Directors then in office.

**ARTICLE X INDEMNIFICATION**

An officer or director of this nonprofit organization shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take action, regarding organizational management or policy by an officer or director, unless:

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- a) the officer or director breached of, or failure to perform, his or her duties as an officer or director, and
  - b) the officer's or director's breach of, or failure to perform, his or her duties constitutes:
    - 1) A violation of the criminal law; unless the officer or director had reasonable cause to believe his or her conduct was lawful or had reasonable cause to believe his or her conduct was unlawful. A judgement or other final adjudication against an officers or director in any criminal processing for violation of the criminal law stop that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not stop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was unlawful;
    - 2) A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
    - 3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Recklessness shall be defined for these purposes as the following: acting, or omission to act, in conscious disregard of a risk; (1) known, or so obvious that it should have been known, to the officer or director; and (2) known to the officer or director or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such act or omission.

#### **ARTICLE XI REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of this corporation and the mailing address of this corporation are:

**Principal office/registered office:**

700 South Clara Avenue  
DeLand, Florida 32720

**Mailing address for the Corporation:**

700 South Clara Avenue  
DeLand, Florida 32720

And the name of the initial registered agent of this corporation at this address is: Lesha James.

#### **ARTICLE XII DISSOLUTION**

In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, stockholders shall be entitled to any distribution or division of its remaining property or such proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively to its stockholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day, of June, 2004.

  
Lesha James

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE AND ACCEPTANCE**

PURSUANT TO THE PROVISION OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **LadyLee's Angels Academy, Inc.**
2. The name and address of the registered agent and office is:

**Lesha James  
700 South Clara Avenue  
DeLand, Florida 32720**

*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.*

  
Lesha James, Initial Registered Agent

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