

PO6000094965

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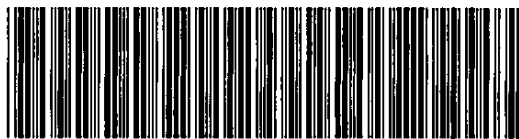
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SECRETARY OF STATE
06 AUG 25 PM 3:22
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Kiddie Campus Child Development Center, Inc.

DOCUMENT NUMBER: P06000094965

The enclosed. and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jean Nicholas
(Name of Contact Person)

Kiddie Campus
(Firm/ Company)

12157 W Linebaugh Ave; No 424
(Address)

Tampa, FL 33626
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jean Nicholas at (813) 380-7297
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RESTATED ARTICLES OF INCORPORATION
FOR
KIDDIE CAMPUS CHILD DEVELOPMENT CENTERS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is **KIDDIE CAMPUS CHILD DEVELOPMENT CENTERS, INC.**, (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III – PRINCIPAL OFFICE

The address of the principal office of this Corporation is:
12157 W Linebaugh Avenue
No. 424
Tampa, FL 33626

ARTICLE IV – INCORPORATOR

The name and street of the incorporator of this Corporation is:

Jean Nicholas
12157 W Linebaugh Avenue
No. 424
Tampa, FL 33626

ARTICLE V – OFFICERS

The officers of the Corporation shall be:

President:	Jean Nicholas
Secretary:	Jean Nicholas
Treasurer:	Jean Nicholas

Whose addresses shall be the same as the principal office of the Corporation.

FILED
SECRETARY OF STATE
06 AUG 25 PM 3:22

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No. 424
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President:	Jean Nicholas
Secretary:	Jean Nicholas
Treasurer:	Jean Nicholas

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Jean Nicholas

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.
- 7.2 All Holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is **12157 W Linebaugh Avenue, No. 424; Tampa, FL 33626**. The name and address of the registered agent of this Corporation is **Jacqueline White, 12157 W Linebaugh Avenue, No. 424; Tampa, FL 33626**.

ARTICLE XIV – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV – EFFECTIVE DATE

The Articles of Incorporation shall be effective the 15th day of July, 2006.

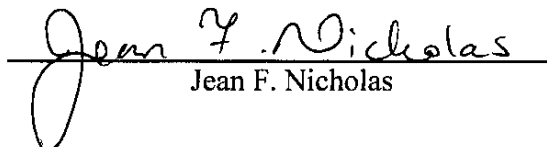
ARTICLE XVI – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XVII – INDEMNIFICATION

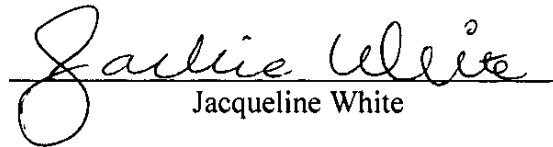
The Corporation shall indemnify a Director or Officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director or Officer of the Corporation against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director, Officer, Employee or Agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Director, Officer, Employee or Agent, as the case may be, is permissible in the circumstances because the Director, Officer, Employee or Agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, Employees and Agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, Employee or Agent of the Corporation, as the case may be, as a Director, Officer, Partner, Trustee, Employee or Agent of another foreign or domestic Corporation, Partnership, Joint Venture, Trust, Employee Benefit Plan or other Enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a Director, Officer, Employee or Agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, Employee or Agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Director, Officer, Employee or Agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee" and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd Day of August 2006.


Jean F. Nicholas

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Jacqueline White, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of The Florida Statutes.


Jacqueline White

**Articles of Amendment
to
Articles of Incorporation
of**

Kiddie Campus Child Development Center, Inc
(Name of corporation as currently filed with the Florida Dept. of State)

P06000094965

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Kiddie Campus Child Development Centers, Inc.
(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

See Attached Restated Articles of
Incorporation

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 8-23-2006

Effective date if applicable: 7-15-2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature Jean F. Nicholas
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jean F. Nicholas
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35