

PO8000066325

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100132444461

07/11/08--01030--003 **78.75

FILED

08 JUL 11 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

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

SUBJECT: The Perfect Start Academy Corporation
(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: Mrs. Karen Hart
Name (Printed or typed)

12118 Hazen Avenue
Address

Thonotosassa, Florida 33592
City, State & Zip

(813) 965-4962
Daytime Telephone number

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

FILED

06 JUL 11 PM 2:15

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit Corporation)

The undersigned Person, acting as incorporator for the purpose of forming a for profit child care business corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

THE PERFECT START ACADEMY, CORPORATION

ARTICLES II THE PRINCIPAL OFFICE

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

4108 East Ellicott Street, Tampa, Florida 33610

ARTICLE III PURPOSE AND POWERS OF THE CORPORATION

The Purpose for which this corporation is organized is: To provide Child Care full-time, part-time, nighttime, before and after school care and drop-in care. To transact any and all lawful business for which the corporations may be organized under the laws of the State of Florida, and to have all powers which are afforded corporations under the laws of the State of Florida.

The Prefect Start is community-based program, located in East Tampa. Provided a high quality of care and education for to develop programs for children ages two (2 ½) two and one-half weeks to twelve (12) years of age when they are not in regular school care for reason as under age or cannot be left alone. Through a safe, caring and nurturing environment that stimulated the cognitive, emotional, social and physical development while promoting school readiness skills.

The Prefect Start is commitment to making a difference in the lives of children by improving the quality of child care and education and building strong children, communities, and families.

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the Directors may deem advantageous for the corporation, the attainment of any of the objects or the furtherance of any of the powers here in above set forth, either alone or in conjunction with other corporations, firms or association, and either as principals or as agents and do every act or acts, things, incidental

or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the corporation for such considerations and upon such terms as the Board of Directors deems for the best interests of the corporation and to borrow money for and in behalf of the corporation.

The Board of Directors shall execute and deliver all deeds, mortgages, leases contracts, releases and other instruments to which this corporation is authorized to become a party, in the exercise of this authority no action shall be required by the Board of Directors.

All deeds, mortgaged and other instruments which by general practice are attested shall be attested by the Secretary or the Assistant Secretary.

The absence of the corporate seal from any document shall not affect its validity even though its affixing may be recited.

The Board of Directors is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances by other officers of the corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, conferred by the laws of the State of Florida.

To engage in any transaction involving real or personal properties, also to enter into any lawful arrangement for profit or providing pensions for its employees;

To issue, purchase, take receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own property, either real or personal, for profit purpose, as may be necessary for its centers and services.

To make any guaranty respecting dividends, securities, indebtedness, interest, contracts or other obligations created by any partnership association, corporation, or other corporation entity, to the extent that such guaranties are made in pursuance of the purposes set forth in this Article.

ARTICLE IV THE MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Directors will be elected by The Prefect Start Academy Childcare Center, Corporation; the Incorporates will appoint the board in its initial start. After the first year others will be and open opportunity for community and the center parents to be added to the board of director.

ARTICLE V INITIAL DIRECTORS AND /OR OFFICERS

Names, addresses, and specific titles:

Mrs. Karen Hart President/ Registered Agent
12118 Hazen Avenue
Thonotosassa, FL 33592

Mr. Leonard Hart Treasurer/ Vice President
12 118 Hazen Avenue
Thonotosassa, FL 33592

Ms. Terrencia Nichols Secretary/Assistant Treasurer
12118 Hazen Avenue
Thonotosassa, FL 33592

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS:

The initial name and address of registered agent of corporation is:

Mrs. Karen Hart, 12118 Hazen Avenue, Thonotosassa, FL 33592,
in the County of Hillsborough, In the State of Florida.

ARTICLE VII TOTAL AUTHORIZED SHARES

The Prefect Start Academy, Corporation is organized for profit and shall have power to issue certificates of stock or declare dividends, and shall have its net earning shall inure to the benefit of any members, directors, trustees or individuals, The Prefect Start Academy, Corporation shall be authorized and empowered to pay and to be paid compensation for services rendered.

The total amount of initial capitalization of this corporation is \$1000.00

The total number of shares of common capital stock that this corporation is authorized to issue is 100.

This stock shall have no par value

ARTICLE VIII NUMBER OF DIRECTORS

The minimum number of directors in The Prefect Start Academy, Corporation will be (3) three each director. This is the only (3) three shareholders.

ARTICLE VIII NAME, ADDRESS, AGE OF THE INCORPORATORS

Names, addresses, and specific titles:

Mrs. Karen Hart12118 Hazen Avenue... Thonotosassa, FL 33592..... Age 41

Mr. Leonard Hart ...12 118 Hazen Avenue....Thonotosassa, FL 33592..... Age 42

Ms. Terrencia Nichols ...12118 Hazen Avenue...Thonotosassa, FL 33592....Age 19

ARTICLE IX COMPROMISE OR REORGANIZATION

When a compromise or arrangement or a plan or reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs.

If a majority in number representing ($\frac{3}{4}$) three-fourth in value of the creditors or class of creditors, to be affected by the proposed compromise or arrangement or reorganization, agrees to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and on this corporation.

ARTICLE X ANNUAL OR SPECIAL MEETINGS

Any action required or permitted by the Act to be take at an annual or special meeting of Directors may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the outstanding number of Directors having not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all trustees entitled to vote on the action were present and voted.

The written consents shall bear the date of signature of each trustee who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining trustee entitled to express consent to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of trustees to take the actions are delivered to the corporation.

Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its trustees. Delivery made to a corporation's registered office, shall be certified, or registered mail, with return receipt requested.

Prompt notices of the taking of the corporate action, without a meeting by less than unanimous, written consent shall be given to trustee who would have been entitled to notice of the trustee meeting if the action had been taken at a meeting and who have not consented in writing.

ARTICLE XI DURATION OF THE CORPORATION

The duration of this corporation shall be:

The time for which the Corporation shall be created shall be perpetual.

ARTICLE XII PREEMPTIVE RIGHTS

This corporation shall preemptive rights for all shareholders

The preemptive rights are a right of first refusal. When the corporation proposes to authorize new shared of stock, the preemptive rights and all current shareholders has the right to acquire a pro-rata percentage of the new shares based on their current percentage of ownership.

ARTICLE XIII INDEMNIFICATION

This corporation adopts the following additional articles:

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit, or proceedings, whether civil criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation as a director, officer, partner, employee or agent of another corporation, partnership , joint venture, trust or other enterprise, against expenses (including attorneys' fee, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the corporation a procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee, or agent of another corporations, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably

believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite and adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem correct.

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made:

- (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding or
- (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or
- (3) by the trustee of the corporation.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action suit or proceeding may be paid by the corporation in advance to the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount and to the extent or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article.

The indemnification provided by this not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's Articles of incorporation, bylaw, agreement, vote of trustees or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who

has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against and liability asserted against him and incurred by him in any such capacity, or arising out of this status as such, whether or not the corporation would have the power to indemnify against such liability under the provision of this Article.

ARTICLE XIV INCORPORATOR CLOSING AND SIGNATURES

This should be signed in front of a Notary Public.

I certify that all of the facts stated in these Articles of incorporation are true and correct and are made for the purpose of forming a business corporation under the laws of the state of Florida.

Dated July 7, 08

Karen Hart
Signature of Incorporator

Leonard Hart
Signature of incorporator

Lorenencia Nick
Signature of incorporator

FILED
08 JUL 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as register agent and agree to act in this capacity.

Dated July 7, 08

Karen Hart
Signature of Registered Agent

State of Florida)
County of Hillsborough) S.S.

Before me, on July 07, 2008, 2008, personally appeared

R. Aaron Hart

Leonard Hart

Terencia Nichols

And

Who are known to me to be the persons who subscribed their names to this document, and acknowledged that they did so for the purposes stated.

Wm. B. McCullough, Sr.

Notary Public, in and for the County of _____, State of _____, My commission expires _____, 20_____.

