

RALPH G. MITCHELL

Attorney At Law  
3149 N. Ponce De Leon Boulevard, Suite 9  
St. Augustine, Florida 32095  
Telephone (904) 825-4800 Fax (904)824-6640

*P9500003679D*

*Ming Y*, 1995

Secretary Of State  
Corporations Division  
P. O. Box 6327  
Tallahassee, FL 32314

Re: New Corporation For Profit  
K.I.D.S. CASTLE INC.

000001479270  
-05/08/95--01097--013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herewith is original Articles of Incorporation together  
with a check in the amount of \$122.50 to cover the following:

- 1. Filing Fee . . . . . \$35.00
- 2. Resident Agent Designation Fee . . . . . 35.00
- 3. Certified Copy Fee . . . . . 52.50

*\$ 122 <sup>50</sup>/<sub>100</sub>*

Very truly yours,

*Ralph G. Mitchell*  
RALPH G. MITCHELL

RGM/mgm  
enc: Check

MAY 10 1995 BSB

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 10 9 46 AM '95

ARTICLES OF INCORPORATION

of

K.I.D.S. CASTLE INC.

FILED  
25 MAY -8 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MITZI V. BRANDON

, a natural person or persons competent to contract, do hereby make, acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this Corporation shall be: K.I.D.S. CASTLE INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS, POWERS & PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or activity, such activities shall be in any manner related to and associated with, but not necessarily limited to, operation of a day care and/or nurse facility.

Prepared by: Ralph G. Mitchell Esq.  
3149 W. Ponce DeLeon Blvd. #9  
St. Augustine, FL. 32095  
BAR # 029332  
Tel (904) 825-4800

#### ARTICLE IV

##### AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 750 shares of common stock, all of a single class, such shares to be of Ten (\$10.00) Dollars par value each, all of which shares shall be issued fully paid and non-assessable. Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting. The capital stock of this Corporation may be paid for in lawful money of the United States of America, or in property, labor or services at a fair and just valuation to be fixed by the stockholders, or by unanimous vote of the Board of Directors, at any regular or special meeting of this Corporation. Property, labor or services may also be purchased with the capital stock of this Corporation at such variations as shall be fixed by the stockholders, or by unanimous vote of the Board of Directors at any regular or special meeting of this Corporation.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE

The street address of the principal office of this Corporation is 25 North Old Kings Road, Palm Coast, FL. 32137, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed

expedient.

ARTICLE VI

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article V hereinabove stated is:

WANDA VEGA

but this Corporation shall have the power to change the name of the registered agent to any other person located in the registered office of this Corporation in the State of Florida that may be deemed expedient.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5), the number to be fixed as provided in the By-Laws of this Corporation. Any Director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the first member(s) of the first Board of Directors, who, unless otherwise provided by the By-Laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his or her

successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>STREET ADDRESS</u>
MITZI V. BRANDON	2 Flaxton Lane, Palm Coast, FL. 32137

ARTICLE IX

INCORPORATOR(S)

The name and street address of the incorporator(s) of these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
MITZI V. BRANDON	2 Flaxton Lane, Palm Coast, FL. 32137

ARTICLE X

CLASSES OF DIRECTORS

The Directors of this Corporation may be divided into classes as shall be more specifically provided for in the By-Laws of this Corporation.

ARTICLE XI

This corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator or director, to the full extent permitted by law. In addition, and not by way of limitation of the foregoing, this Corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

#### ARTICLE XII

##### BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Stockholders; however, the stockholders may repeal or change the By-Laws adopted by the Board of Directors and the stockholders may prescribe in any By-Laws made by them that such By-Laws may not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XIII

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all

rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I (we) the undersigned, the incorporator(s), have executed these Articles of Incorporation this 4<sup>th</sup> day of MAY, 1995 at JACKSONVILLE, Florida and having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I, WANDA VEGA hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*Jean Denise Hilton*



JEAN DENISE HILTON  
MY COMMISSION # CC366829 EXPIRES  
April 22, 1998  
BONDED THRU TROY FARM INSURANCE CO., INC.

*Wanda Elizabeth Vega*  
Registered Agent  
WANDA VEGA

*Mitzi V. Brandon*  
Incorporator MITZI V. BRANDON

STATE OF FLORIDA,

COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared  
MITZI V. BRANDON, to me

well known and know to me to be the individual(s) described in  
and who executed the above and foregoing Articles of Incorpora-  
tion of K.I.D.S. CASTLE INC. and

WANDA VEGA accepted to act as  
Registered Agent of said Corporation, and he or she acknowledged  
before me that he or she executed the same for the purposes  
therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal this 4th day of MAY,  
19 95 at JACKSONVILLE, Florida.

Mitzi V. Brandon & Wanda Vega are personally known to me or  
they produced photo identification to wit \_\_\_\_\_

NOTARY PUBLIC

*JDH*

State of Florida at Large

*Jean Denise Hilton*

My commission expires:

*Mitzi V. Brandon*  
*Wanda C. Vega*



JEAN DENISE HILTON  
MY COMMISSION # CC306829 EXPIRES  
April 22, 1998  
BONDED THRU TROY FARM INSURANCE, INC.