

BILL E. PARKER  
*Attorney at Law*

(904) 682-4820

Post Office Box 1191, Cras. law, orida 32596

July 26, 1996

200001907482  
-07/30/96--01028--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: LITTLE RED SCHOOLHOUSE  
CHILD CARE CENTER, INC.

Gentlemen:

Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,

Bill E. Parker

BEP/sw

Enclosures

FILED  
95 JUL 29 PM 2:18  
TALLAHASSEE, FLORIDA

7/20/96  
17

ARTICLES OF INCORPORATION  
OF  
LITTLE RED SCHOOLHOUSE CHILD CARE CENTER, INC.

THE UNDERSIGNED hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is LITTLE RED SCHOOLHOUSE CHILD CARE CENTER, INC. It's principal office shall be located at 5580 Pine Lake Drive, Crestview, Florida 32539.

ARTICLE II. DURATION OF EXISTENCE

This corporation shall exist perpetually unless terminated by lawful dissolution.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating a child care center, and any other related activity permitted under the laws of the United States of America and the State of Florida.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of Five Hundred (500) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar per share, which shall be designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

#### ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

#### ARTICLE VI. ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE VII. PREEMPTIVE RIGHTS

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

ARTICLE VIII. RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Nancy L. Overton  
5580 Pine Lake Drive  
Crestview, FL 32539

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5580 Pine Lake Drive, Crestview, Florida.

The name of the initial registered agent of this corporation at that address is: Nancy L. Overton.

ARTICLE XI. BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the Shareholders.

ARTICLE XII. AMENDMENTS


The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this the 25th day of July, 1996.

Signed, sealed and delivered  
in our presence:

  
Bill E. Parker

  
Linda P. Parker

  
Nancy L. Overton  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this  
25th day of July, 1996, by Nancy L. Overton, the  
Incorporator of Little Red Schoolhouse Child Care Center, Inc.,  
who has produced \_\_\_\_\_ as  
identification or is personally known to me and who did not take  
an oath.

Linda P. Parker  
Notary Public

Linda P. Parker  
(Print Name)

My Commission Expires:



LINDA P PARKER  
My Commission CC407806  
Expires Sep. 18, 1998  
Bonded by NFNU  
800-234-6866

LITTLE RED SCHOOLHOUSE CHILD CARE CENTER, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at 5580 Pine Lake Drive, Crestview, Florida. I hereby consent to act in this capacity, and agree to comply with the provision of the law relative to keeping open said office.

Nancy L. Overton  
NANCY L. OVERTON

STATE OF FLORIDA  
COUNTY OF OKALOOSA

FILED  
55 JUL 29 PM 2:13  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

The foregoing instrument was acknowledged before me this 25th day of July, 1996, by Nancy L. Overton, who has produced \_\_\_\_\_ as identification or is personally known to me and who did not take an oath.

Linda P. Parker  
Notary Public

Linda P. Parker  
(Print Name)

My Commission Expires



LINDA P. PARKER  
My Commission CC407895  
Expires Sep. 18, 1998  
Bonded by NFNU  
800-224-6368

Nancy L. Overton  
5580 Pino Lake Drive  
Crestview, FL 32539

(904) 689-3829

Articles of Dissolution

P96000063692

700002179737--1  
-05/15/97--01049--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Filing fee \$35  
Cert. of Status 8.75  
\$43.75 enclosed

OM  
P96000063692  
FL Diss  
Cert of Sta  
5-14-97  
2 pgs

RECEIVED  
MAY 15 1997  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA  
NORTH DISTRICT

APPROVED  
7/13/97  
CLERK

## ARTICLES OF DISSOLUTION

*Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

FIRST: The name of the corporation is: Little Red Schoolhouse Child Care  
Center, Inc.

SECOND: The articles of incorporation were filed on: 07-29-96

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 12 day of May, 19 97.

Signature

Nancy L. Overton

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Nancy L. Overton

(Typed or printed name)

President

(Title)

STAMPED  
10-10-97

APPROVED  
10-10-97