

P96000085359

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

13000011374-1908-18
10/15/96 01154-022
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HOLY FAMILY DAY CARE, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 OCT 16 AM 11:45
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 15 AM 11:01
DIVISION OF CORPORATION

W96-21850



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: HOLY FAMILY DAY CARE, CORP
Ref. Number: W96000021850

We have received your document for HOLY FAMILY DAY CARE, CORP and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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 (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 196A00047185

RECEIVED
96 OCT 15 AM 11:21
DIVISION OF CORPORATION

EFFECTIVE DATE

Oct 14, 96

ARTICLES OF INCORPORATION
OF
HOLY FAMILY DAY CARE, CORP.

FILED
96 OCT 16 AM 11:45
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be: HOLY FAMILY DAY CARE, CORP.

The mailing address is:

6123 SW 130 Ave
Miami, FL 33183-1216

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

1. To engage in the business of caring for pre-school age children under the laws of the United States and the State of Florida.
2. Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

COPORATE POWERS

This Corporation shall have all powers now and hereafter granted coporations for profit under the laws of the State of Florida, including, but not limited to, power to:

- (1) Elect or appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
- (2) Adopt, change, amend and repeal By-Laws, not inconsistent with the law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stocks or other evidence of interest, and the calling and holding of meetings of its stockholders.

- (3) Increase or diminish, by vote of its stockholders or shareholders, cast as the Bu-Laws may direct, the number of directors, provided, however, that the number shall never be less than one (1).
- (4) Make and enter into all contracts necessary and proper for the conduct of its business.
- (5) Conduct business, have one or more officers and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.
- (6) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (7) Acquire, enjoy, utilize and dispose of patents, copyrights, trade marks and any licenses or other interests thereunder or therein.
- (8) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (9) Guarantee, endorse, purchase, deal in, hold, see, transfer, mortgage, exchange, pledge or otherwise in conjunction with others, the shares of the capital stock or, or any bonds, securities or other evidences of indebtedness created by any other corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.
- (10) Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.
- (11) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary of expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the corporation, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors may deem expedient; and
 - (a) Provide in such instruments for transferring corporate properties of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debentures or other evidence of indebtedness issued or debts or sums of money owing by it; and
 - (b) Provide in case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall

have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

- (12) Lend and advance money, extend credit, takes notes and any kind or nature of evidence of indebtedness thereof.
- (13) Make gifts for educational, scientific or charitable purposes.
- (14) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding:
 - (a) Whether civil criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, was in the best interest of the corporation, and in criminal actions or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable grounds for belief that such action was unlawful;
 - (b) By or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence of misconduct in the performance of this duty to the corporation unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite

the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled, to indemnification for such expenses which such tribunal shall deem proper.

- (c) To the extent that the director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection therewith.
 - (d) If the determination is made that indemnification of the director, officer, or employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made wither by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or by the shareholders who were not parties to such action suit or proceeding.
- (15) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Subsection (14) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this section.
- (16) Indemnify any person, if the requirements of subsection (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under any Bu-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as an action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the corporation and shall insure to the benefit of the heirs, executors and administrators of such a person.
- (17) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the powere to indemnify him against such liability under the provisions of subsection (12)
- (18) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Incorporation, jointly or in common with others, so long as

the participating corporation, person, or association would have power to do so alone.

ARTICLE IV

CAPITAL STOCK

- (1) This corporation shall be authorized to have outstanding at any time a maximum of FIVE HUNDRED (500) shares of stock of the par value of FIFTY (\$50.00) DOLLARS.
- (2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property or in services. Shares issued in consideration of the payment of only part of the purchase price:
 - (a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and
 - (b) Shall participate in dividends upon the basis of the amounts actually paid on the respective shares; and
 - (c) Certificates issued thereof shall bear endorsement as to the actual amount paid thereon.
- (3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner, thereof shall have given written notice, by certified mail, to the corporation and its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions stated in said notice.
- (4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issuance of certificates thereof, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

DIRECTORS

- (1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors.
- (2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such or similar communication equipment if used so that all persons participating in the meeting can hear each other.
- (3) The names and street addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME	ADDRESS
Zonia Alvarez	6123 SW 130 Ave. Miami, Fl 33183
Jorge C. Alvarez	6123 SW 130 Ave. Miami, Fl 33183

ARTICLE VII

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That Holy Family Day Care, desiring to organize under the laws of the State of Florida, has designated the initial registered office at 6123 SW 130 Ave., Miami, Fl 33183-1216, Dade County, Florida, and has named Zonia Alvarez as its initial Registered Agent who is located at such address.

ARTICLE VIII

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
ZONIA ALVAREZ	6123 SW 130 AVE., Miami, Fl 33183
JORGE C. ALVAREZ	6123 SW 130 AVE., Miami, Fl 33183

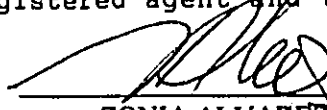
ARTICLE IX

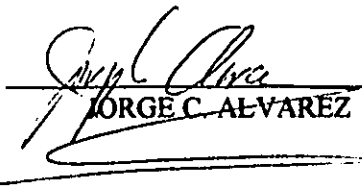
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of Section 607.167 the effective date of incorporation is specified to be the 1st day of October, 1996, which is the date on which these Articles have been subscribed and acknowledged.

WITNESS my hand and seal this 1st day of October, 1996.

Having been named as registered agent and to accept the service.

 (SEAL)
ZONIA ALVAREZ
INCORPORATOR/REGISTERED AGENT

 (SEAL)
JORGE C. ALVAREZ

FILED
96 OCT 16 AM 11:45
CLERK OF STATE
TALLAHASSEE, FLORIDA