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TRANSMITTAL LETTER

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

EFFECTIVE DATE
9-19-97

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-09/22/97--01071--017
****131.25 ****131.25

SUBJECT: Miracle Childcare Inc.
(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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Shirley Hull James
Name (Printed or typed)

15572 SW 148th Terrace
Address

Miami, Florida, 33196
City, State & Zip

305 233-9377 305 256-1762 (Work)
Daytime Telephone number

FILED
97 SEP 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

me 9/24/97

EFFECTIVE DATE

9-19-97

Articles of Incorporation
OF
The Miracle Childcare, Inc.
(A Corporation For Profit)

We the undersigned, being desirous of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be
The Miracle Childcare Inc.

ARTICLE II- PURPOSES

The corporation is organized for the following purposes:

1. To provide services that will support quality infant and child care developmental programs in compliance with the guidelines of the State of Florida Human Resource Services, Children and Families Division.
2. To provide necessary community based programs, services, and projects that will, promote parental and community involvement, define the roles of the citizens of the community, project the needs of the community and provide programs to promote and address the welfare of the community.
3. To support program development, innovation and expansion of education by sponsoring programs or services limited to the following needs: Developmental Stages of Childhood; Prenatal to Adolescence, Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Healthcare, Housing, Employment, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement and Acquisition, Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness and Prevention, Elderly Care and Crime Prevention Programs.
4. To encourage private and public philanthropic support of education, cultural awareness, and making distributions from a portion of the profits of the corporation to non-profit educational, community based, and cultural related organizations.
5. To engage any and all lawful businesses for which corporations may be incorporated and the laws of the United States and the State of Florida.

The corporation shall be a for-profit, non-partisan corporation with trustees. This corporation shall operate with Florida public and private educational systems and other corporations, organizations, agencies, and individuals in order to promote, organize and provide educational and community services; particularly childcare, elderly care and assistance, teenage counseling, cultural programs, homeless services, conduct activities which will develop and enhance education locally in Miami and in Florida and help provide assistance to those in need to produce viable citizens.

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Portions from the net profit of this corporation will be used to invest and purchase other acquisitions and will be carried out under state and federal guidelines. All assets will be reported to the County of Dade, State of Florida and the United States Internal Revenue Service in accordance with the laws. Distributions and contributions will be made annually to selected educational and community institutions. The Miracle Childcare Inc. will expand its childcare services throughout the county as profits permit providing clients with quality educational, community, and cultural services. These state of the art childcare and community facilities will utilize the most current developmental, cultural, and instructional services in all of its facilities. Meals will be provided in the facilities in accordance with the guidelines of the State of Florida Children and Families Division and other Florida agencies.

No substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation : and it shall not participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or referendum. Notwithstanding any other provision of these articles, this corporation shall carry on any other activities, not permitted to be carried on by a corporation.

ARTICLE III-TERMS OF EXISTENCE

This corporation is to exist perpetually and commence with filing with the secretary.

ARTICLE IV-BOARD of DIRECTORS

The initial board of directors of the corporation shall consist of four members. The names and addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
Shirley Hull James	15572 Southwest 148th Terrace Miami, Florida, 33196
Conester Johnson	15260 Southwest 103 Place Miami, Florida, 33157
Gwendolyn Coverson	19320 Northwest 8th Street Pembroke Pines, Florida , 33029
Barbara Nickerson	14201 Polk Street Miami, Florida, 33176

ARTICLE V- OFFICER(S) and INCORPORATORS

Section I. The officers of the corporation are the incorporators and shall consist of a chairperson, a vice chairperson, a secretary, a treasurer, and such other officers as may be provided in the by-laws.

<u>Office</u>	<u>Name</u>
Chairperson	Shirley Hull James
Vice Chairperson	Conester Johnson
Secretary	Barbara Nickerson
Treasurer	Gwendolyn Coverson

Section II. The name(s) and address(es) of the person(s) who are incorporators and are serving as officers for the ensuing year, or until the first annual meeting of the corporation:

<u>Name</u>	<u>Address</u>
Shirley Hull James	15572 SW 148th Terrace Miami, Florida, 33196
Conester Johnson	15260 SW 103 Place Miami, Florida, 33157
Gwendolyn Coverson	19820 Northwest 8th Street Pembroke Pines, Florida, 33029
Barbara Nickerson	14201 Polk Street Miami, Florida, 33176

ARTICLE VI-BY-LAWS

Section I. The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE VII-AMENDMENTS

Section I. These articles of Incorporation may be amended at a special meeting of the stockholders called for that purpose by a two-third vote of those present.

Section II. Amendments may also be made at a annual meeting of the stockholders upon given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE VIII- REGISTERED LOCATION

The location of this corporation shall be 15572 SW 148th Terrace, Florida, in the city of Miami, County of Dade, State of Florida. The registered agent at the above address is Shirley James.

ARTICLE IX CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One Hundred (100) , all of which shall be common shares with par value of \$ 1.00.

ARTICLE X-PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE XI CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article XII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent of permitted by law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First-- That The Miracle Childcare, Inc. Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Miami, County of Dade, State of Florida, has named Shirley James located at 15572 SW 148th Terrace (Street address and number of building, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENTS)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ACT relative to keeping open said office.

BY: Shirley James
Shirley James
(Resident Agent)

BY: Conester Johnson
Conester Johnson

BY: Gwendolyn S. Coverson
Gwendolyn Coverson

BY: Barbara L. Nickerson
Barbara Nickerson

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TALLAHASSEE, FLORIDA

IN WITNESS Whereof, I the undersign subscribing incorporates have set my hand and seals,, this 19th day of September, 1997, for the purpose of forming this corporation, for profit, under the laws of the State of Florida.

Shirley Hull James
Shirley Hull James
Shirley Hull James

STATE OF FLORIDA

(COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Shirley Hull James to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of, and before me she acknowledged her signature to be her free act and deed for the uses and purposes stated herein.

WITNESS MY HAND and official seal at the City of Miami, County of Dade, State of Florida, this 19th day of September, 1997.

PROVERBS POL # 3520-788-48-879-0198

Alfreda C. Thomas
NOTARY PUBLIC

My commission expires:

OFFICIAL NOTARY SEAL
ALFREDA CLAY THOMAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC349084
MY COMMISSION EXP. MAR. 6, 1998

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TALLAHASSEE, FLORIDA