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February 3, 1999

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32324

Via Airborne to:  
409 East Gaines Street  
Tallahassee, FL 32399  
Airbill #3832327925

FILED  
FEB - 4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: TIME FOR TOTS CENTER, INC.

Dear Sirs:

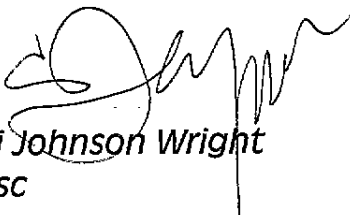
EFFECTIVE DATE  
2-2-99

Please find enclosed the original and one copy of the Articles of Incorporation of Time for Tots Center, Inc. I would appreciate it if you would return one certified copy to this office. My firm's check # 5624 in the amount of \$122.50 is enclosed for the filing fees.

Thank you in advance for your assistance.

400002764814--2  
-02/04/99--01068--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Cordially,

  
Cheri Johnson Wright  
CJW/sc

Enclosure(s)

F. CHESSEN FEB 8 1999

1 ARTICLES OF INCORPORATION  
2 OF  
3 TIME FOR TOTS CENTER, INC.,  
4 A FLORIDA FOR PROFIT CORPORATION  
\*\*\*\*\*

5  
6 The undersigned natural person(s) competent to contract, hereby make,  
7 subscribe and acknowledge these Articles of Incorporation for the purpose of forming  
8 a corporation for profit in accordance with the laws of the State of Florida.

9 EFFECTIVE DATE  
2-2-99

10 **ARTICLE I - NAME**

11 The name of this corporation shall be TIME FOR TOTS CENTER, INC., A  
12 Florida For Profit Corporation.

13 **ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

14 The address of the principal office and the mailing address of this Corporation  
15 is to be: 340 Second Street, Southeast, Winter Haven, Florida 33880. The Board of  
16 Directors may, from time to time, designate such other address and place for the  
17 principal office of this Corporation as it may see fit.

18 **ARTICLE III - PURPOSE**

19 The general purpose for which this corporation is organized is the transaction  
20 of any and all lawful business for which corporations may be incorporated under the  
21 Business Corporation Act of the State of Florida, and any amendments thereto, and  
22 in connection therewith, this corporation shall have and may exercise any and all  
23 powers conferred from time to time by law upon corporations formed under such act.

24 **ARTICLE IV - CAPITAL STOCK**

25 The aggregate number of shares of capital stock authorized to be issued by this  
26 corporation shall be ONE THOUSAND shares of common stock with a par value of  
27 One Dollars (\$1.00) per share. Each share of said stock shall entitle the holder  
28 thereof to one vote at every annual or special meeting of the stockholders of this  
corporation. The consideration for the issuance of said shares of capital stock may

1 be paid, in whole or in part, in cash, in other property (tangible or intangible) or in  
2 labor or services actually performed for this corporation, at a fair valuation to be fixed  
3 by the Board of Directors. When issued, all shares of stock shall be fully paid and  
4 non-assessable.

#### 5 **ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT**

6 The initial registered office of this corporation shall be located at 340 Second  
7 Street, Southeast, Winter Haven, Florida 33880 and the initial registered agent of this  
8 corporation at such office shall be SHELENNNA McVAY ORR. This corporation shall  
9 have the right to change such registered office and such registered agent from time  
to time, as provided by law.

#### 10 **ARTICLE VI - TERMS OF EXISTENCE**

11 This corporation shall have perpetual existence commencing on the date of  
12 execution and acknowledgment of these articles.

#### 13 **ARTICLE VII- BOARD OF DIRECTORS**

14 There shall be a Board of Directors for this Corporation which shall consist of  
15 not less than one (1), nor more than twenty (20), the number of the same to be fixed  
16 from time to time by the Stockholders or by the Corporate By-laws. Each of said  
17 Directors shall be of full age and at least one of them shall be a citizen of the United  
18 States, as provided by the corporate laws of the State of Florida. The business and  
19 affairs of this corporation shall be managed by the Board of Directors, which may  
20 exercise all such powers of this corporation and do all such lawful acts and things as  
are not by law directed or required to be exercised or done only by the stockholders.

#### 21 **ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS**

22 The names and addressed of the members of the initial Board of Directors and  
23 officers, who, subject to these Articles of Incorporation, the By-laws of this  
24 Corporation, and the laws of the State of Florida, shall hold office for the first year of  
25 the Corporation's existence, or until his or her successor has been duly elected and  
26 qualified, or upon their death, resignation or expiration of their term of office, and their  
successors have been duly elected and qualified thereafter are:

NAME	ADDRESS	POSITION
		President, Director & Treasurer:
SHELLENNA McVAY ORR	4373 Eagle Lake Road, Bartow, FL 33830	
		Vice-President, Secretary & Director:
MIRANDA L. McVAY	145 Bergen Circle, Auburndale, FL 33823	

#### ARTICLE IX - BY-LAWS

The power to adopt by-laws of this corporation, to alter, amend, or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

#### ARTICLE X - SPECIAL PROVISION

The following special provisions, power, privileges, and limitations shall be applicable to and govern this Corporation.

The Board of Directors shall be elected annually by the stockholders at their Annual Meeting, or at a special meeting held for stockholders at their Annual Meeting, or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the stockholders.

The stockholders shall have power by resolution to appoint an Executive Committee of not less than two (2) of their number, or any officer or agent, with the power to sub-delegate, who, to the extent provided for in the Resolution, or in the By-laws of this Corporation, shall have and may exercise the powers of the Board of Directors in the management of the affairs and property of this Corporation, and the exercise of the Corporation powers.

This Corporation is authorized to have a President and Treasurer and Secretary and such other officers as the Board may provide. Only the President need be a Director. Any person may hold two or more offices. Officers need not be stockholders. Officers, other than Directors, shall be elected by the Directors at the first meeting next after the Annual Meeting of Stockholders, or as soon thereafter as may be practicable. Each officer and each Director shall hold office until his successor shall be elected and qualified. The duties, powers, and functions of the officers and Board of Directors shall be such as usually devolve upon such officers, unless otherwise prescribed by the By-laws.

Members of the Board of Directors or stockholders may participate in a meeting of such or of stockholders by means of a conference, telephone or similar

1 communications equipment by means of which all persons participating in the meeting  
2 can hear each other at the same time. Participating by such means shall constitute  
3 presence in person at a meeting.

4 The corporation shall indemnify its directors, officers, employees, and agents  
5 to the fullest extent permitted by law.

#### 6 **ARTICLE XI - AMENDMENT**

7 This Corporation reserves the right to amend, alter, change, or repeal any  
8 provisions contained in these Articles of Incorporation, or any amendment to them, in  
9 the manner now or hereafter prescribed by statute, and all rights conferred upon the  
10 stockholders herein are subject to this reservation.

#### 11 **ARTICLE XII - INCORPORATOR(S)**

12 The name(s) and street address(es) of the Incorporator, making these Articles  
13 of Incorporation is (are):

14 <b>NAME</b>	<b>ADDRESS</b>
15 SHELENNA McVAY ORR	4373 Eagle Lake Road, Bartow, FL 33830
16 MIRANDA L. McVAY	145 Bergem Circle, Auburndale, FL 33823

17 The original Incorporator(s) of this corporation may sell, exchange, assign or  
18 transfer all of the stock subscribed for in these Articles of Incorporation, and deliver  
19 these Articles of Incorporation, together with the good will and corporate franchises  
20 of this corporation to the transferees or assignees; and in such event, the office and  
21 term for each Director(s) designated in this certificate to be held or exercised as  
22 originally named shall thereupon expire and a new election shall be called and held  
23 by the transferees for the election of new directors to hold office until their successors  
24 are elected and qualify thereafter in due course from time to time.

25 IN WITNESS WHEREOF, the undersigned incorporator has executed,  
26 acknowledged and filed the foregoing Articles of Incorporation under the laws of the  
27 State of Florida, for the uses and purposes herein stated, this 2 day of  
28 FEBRUARY, 1999.

  
SHELLENNA McVAY ORR, Incorporator

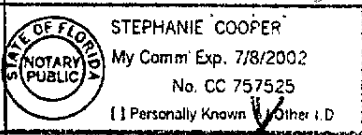
  
MIRANDA L. McVAY, Incorporator

1 STATE OF FLORIDA  
2 COUNTY OF POLK

3 The foregoing Articles of Incorporation were acknowledged before me this 2nd day  
4 of FEBRUARY, 1999, by SHELENNA McVAY ORR AND MIRANDA L. McVAY, who is  
5 personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification, and who did take  
6 an oath, and who executed the foregoing Articles of Incorporation in my presence, he  
7 acknowledged before me that he executed these Articles of Incorporation on the 2nd  
8 day of FEBRUARY, 1999.

9 sign: \_\_\_\_\_

10 print: \_\_\_\_\_



11 Notary Public

12 My Commission Expires:

13 **ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

14 The undersigned, SHELENNA McVAY ORR, having been named as registered  
15 agent to accept service of process for the above-named corporation, at the registered  
16 office designated in the Articles of Incorporation, hereby agrees and consents to act  
17 in that capacity. The undersigned is familiar with, and accepts the duties and  
18 obligations of, Section 607.0505, and 607.0501(3), Florida Statutes.

19 Sheleenna McVay Orr  
20 SHELENNA McVAY ORR, REGISTERED AGENT

21 2-2-99  
22 DATE

23 Articles of Incorporation for Time for Tots Center

24  
25  
26  
27  
28  
FILED  
99 FEB -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA