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## FLORIDA PROFIT CORPORATION OR P.A.

HAPPY FACES CHILDCARE CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 21, 1999

EMPIRE

SUBJECT: HAPPY FACES CHILDCARE CENTER, INC.  
REF: W99000016712

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE COMPLETE DOCUMENT WAS NOT RECEIVED. AND ALSO ARTICLE VII AND ARTICLE VIII HAVE THE INCORPORATOR INFORMATION TWICE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
HAPPY FACES CHILDCARE CENTER, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

**ARTICLE I**

The name of the corporation is **HAPPY FACES CHILDCARE CENTER, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III**

The corporation is organized for the purposes of Real Estate Investment and any other business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson  
**ROBINSON & COMPANY**  
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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#### ARTICLE V

The name of the initial registered agent of this corporation is MARGARET ALLEN. The street address of the initial registered office of the corporation in the State of Florida is 355 NW 153 AVE, PEMBROKE PINES, FLORIDA, 33028.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

MARGARET ALLEN

355 NW 153 Ave  
Pembroke Pines, FL 33028

NECOLA SMITH

355 NW 153 Ave  
Pembroke Pines, FL 33028

ELIZABETH McFARLANE

355 NW 153 Ave  
Pembroke Pines, FL 33028

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## ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is MARGARET ALLEN  
of 355 NW 153 Ave, PEMBROKE PINES, FLORIDA 33028.

## ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors  
and the Shareholders.

## ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director,  
employee, or agent of the corporation, or any person who at the request of the corporation is or was serving  
as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other  
enterprise.

## ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of  
Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation, the 19 day of July 1999.

  
MARGARET ALLEN

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STATE OF FLORIDA )  
(COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared MARGARET ALLEN known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 19 day of July 1999.



Colin O. Robinson  
Commission # CO 837977  
Expires May 18, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 5. 18. 03

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that HAPPY FACES CHILDCARE CENTER, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 355 NW 153 AVE, PEMBROKE PINES, FLORIDA 33028, has named MARGARET ALLEN of 355 NW 153 AVE, PEMBROKE PINES FLORIDA 33028, as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 19 day of July, 1999.

BY: Margaret Allen  
MARGARET ALLEN  
Registered Agent

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**CONSENT TO ACTION TAKEN IN LIEU OF PRE-ORGANIZATION MEETING**  
**OF**  
**HAPPY FACES CHILDCARE CENTER, INC.**

The undersigned being the incorporators of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on \_\_\_\_\_ with the Secretary of State of Florida was approved and inserted in the book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

MARGARET ALLEN

NECOLA SMITH

ELIZABETH McFARLANE

The person(s) whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office	Name
President	MARGARET ALLEN
Vice-President	NECOLA SMITH
Secretary	ELIZABETH McFARLANE
Treasurer	ELIZABETH McFARLANE

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By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel or the corporation were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

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### ISSUANCE OF INITIAL SHARES

a) **ACKNOWLEDGEMENT OF SUBSCRIPTIONS:** The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
MARGARET ALLENT	34%	\$ 1.00
NECOLA SMITH	33%	\$ 1.00
ELIAZABETH McFARLANE	33%	\$ 1.00

b) **PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certificate against receipt of the subscription prices.

c) **NONASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

d) **ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

e) **DESIGNATION OF BANK DEPOSITORY:** The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a

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**SUBCHAPTER S ELECTION RESOLUTION**

RESOLVED, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all of the Stockholders of the corporation evidencing their consent to the said election

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