

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
LITTLE COUNTRY DAYCARE & KINDERGARTEN, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Mary Lou Stagner, who is over the age of Twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Little Country Daycare & Kindergarten, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

(a) To conduct and operate a child daycare and kindergarten business; generally, to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by such businesses.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation purposes to carry on in such state, territory, district or

Mary Lou Stagner

possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be Rt. 1, Montevallo, Alabama 35115.

6. The amount of total authorized capital stock of the corporation shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred and No/100 Dollars (\$100.00), divided into One Hundred (100) shares of common capital stock, having a par value of One and No/100 (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independant audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant or by the entirities shall be treated as held by one share holder.

All of the corporations's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by her is follows:

Mary Lou Stagner
Rt. 1
Montevallo, Alabama 35115

100 Shares

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation,

as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is Rt. 1, Montevallo, Alabama 35115.

11. The initial registered agent for the corporation shall be Mary Lou Stagner.

12. The name and address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

Mary Lou Stagner
Rt. 1
Montevallo, Alabama 35115

President, Vice-President,
Secretary & Treasurer

13. Attached hereto, marked Exhibit A and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

IN WITNESS THEREOF, the undersigned incorporator has hereunto subscribed her name to this Certificate of Incorporation this the 10th day of January, 1986.

Mary Lou Stagner
Mary Lou Stagner

EXHIBIT A
SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF
LITTLE COUNTRY DAYCARE & KINDERGARTEN, INC.
A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Little Country DayCare & Kindergarten, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite our signatures hereunder, and to pay therefore upon the following manner:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Mary Lou Stagner	100	Cash

STATE OF ALABAMA
COUNTY OF SHELBY

BY-LAWS
OF
LITTLE COUNTY DAYCARE & KINDERGARTEN, INC.

ARTICLE I

The president shall preside at all stockholder's meetings. He may, and upon demand of any stockholder, shall call special meetings of the stockholders.

ARTICLE II

The vice-president shall, in the case of the absence or disability of the president, perform the duties of the president, and in the further event of the absence or disability of the the vice-president, the secretary and treasurer shall perform the duties of the president.

ARTICLE III

The treasurer shall have the custody of all the monies and securities of the corporation. He shall keep regular books. All money of the corporation shall be deposited in such depositories as shall be selected by the president. Checks may be signed by the president, vice-president or secretary or treasurer. In addition, the treasurer shall perform all duties usually pertaining to his or her office.

ARTICLE IV

The secretary shall keep the records of the corporation and books of account. He shall have the custody of the seal of the corporation. He shall issue, sign, and seal all certificates of stock, which certificates must also be signed by the president and the secretary, and, in addition, perform all the other duties usually pertaining to his or her office.

ARTICLE V

Regular meetings of the share holders shall be held at such times and places as the shareholders may determine. No notice of or to the shareholders of such regular meetings shall be required, and it shall be the duty of each shareholder to attend the same without notice.

ARTICLE VI

Special meetings of the shareholders may be called by the president

upon one days notice, or such special meetings may be held at any time by unanimous consent of the shareholders.

ARTICLE VII

The secretary shall, at least ten days prior to each annual meeting, give each stockholder of the corporation written notice of the meeting, by mailing to each stockholder, at his or her last known address, notice of the time and place of such meeting. Special meetings of the stockholders may be called upon the call of the president on ten days notice, mailed to each stockholder at his or her last known address, or such special meetings may be held at any time by unanimous consent.

ARTICLE VIII

At all meetings of the stockholders, regular or special, a majority of the stockholders shall constitute a quorum. A majority of a quorum may decide any question coming before the meeting. A unanimous vote on all issues or questions is needed to carry any issue or question coming before the meeting.

ARTICLE IX

At all stockholders' meetings, each stockholder of the stock shall be entitled to one vote for each share of the stock held by him, except as otherwise provided in the Articles of Incorporation. Each stockholder may vote either in person or by written proxy.

ARTICLE X

The corporation shall have a lien upon each share of stock for any indebtedness due to it, from the stockholder thereof. Stock of the corporation may only be transferred upon the books of the corporation and upon the surrender of all outstanding certificates for such stock.

ARTICLE XI

The by-laws or any part of them may be abridged, altered, amended, or repealed by the same body which enacted them at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned, all of the stockholders and officers of Little Country Daycare & Kindergarten, Inc., has signed and acknowledged these by-laws and by the terms of which agree to be bound.


Mary Lou Stagner

STATE OF ALABAMA

COUNTY OF SHELBY

On the 10th day of January, 1986, personally appeared before me, the above named person(s), known to be the person(s) who executed the foregoing certificate and acknowledged that he/she/they executed the same for the uses and purposes therein set forth.

Jimmy Poplar
Notary Public



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Little Country Daycare & Kindergarten, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Little Country Daycare & Kindergarten, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic

corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 7, 1986- expires 5-8-86

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

LITTLE COUNTRY DAYCARE & KINDERGARTEN, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of LITTLE COUNTRY DAYCARE & KINDERGARTEN, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of LITTLE COUNTRY DAYCARE & KINDERGARTEN, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of

JANUARY 19 86

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Brundage, Jr.
Judge of Probate

1986 JAN 13 PM 1:34

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00

