

1991

ARTICLES OF INCORPORATION
OF
ALMOST HOME CHILD CARE, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Almost Home Child Care, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To engage in child care services; to own or lease and to operate and manage child care facilities and to carry on generally such other and incidental business as may be appropriate to the above-mentioned activities.

(b) To do and engage in any business which a natural person can do.

(c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every

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nature and description.

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects of other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

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The foregoing clauses shall be construed as the objects and purposes of the 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 powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of One and No/100 Dollars (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 1305 Yellowleaf Circle, Maylene, Shelby County, Alabama 35114, and the name of its initial registered agent at such address is Dianne Lucas.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Dianne Lucas	1305 Yellowleaf Circle Maylene, Alabama 35114

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dianne Lucas	1305 Yellowleaf Circle Maylene, Alabama 35114

Dated this the 25 day of January, 1990.

Dianne Lucas
Dianne Lucas

**VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
ALMOST HOME CHILD CARE, INC.**

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Dianne Lucas, who, being by me first duly sworn, deposes and says as follows:

That she is the agent or person designated to receive subscriptions to the capital stock of Almost Home Child Care, Inc., a proposed corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is the minimum amount required by law.

That the said Dianne Lucas, has paid in cash and/or contributions to the capital assets to affiants as such agent for the said incorporator and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

Dianne Lucas
Dianne Lucas

Sworn to and subscribed before me on this 25 day of January, 1990.

Donna Stanford
Notary Public

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EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
ALMOST HOME CHILD CARE, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

I, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my name, said stock to be issued by an Alabama corporation to be styled "Almost Home Child Care, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned, incorporator of said Alabama corporation upon the formation of the same.

Common stock is One and No/100 Dollars (\$1.00) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Dianne Lucas	1,000	\$1,000.00

Done this the 25 day of January, 1990.

Dianne Lucas
Dianne Lucas



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Almost Home Child Care, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Almost Home Child Care, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James C. Pino, P. O. Box 766, Alabaster, AL 35007 for a period of one hundred twenty days beginning January 16, 1990 and expiring May 17, 1990.



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 January 16, 1990.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

ALMOST HOME CHILD CARE, 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 ALMOST HOME CHILD CARE, INC., duly signed pursuant to the provisions 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 ALMOST HOME CHILD CARE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 29th day of JANUARY, 19 90

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

Judge of Probate

90 JAN 29 PM 12:41

JUDGE OF PROBATE

Recd 35.00
Jud 3.00
38.00