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Sullivan & Gray  
1420 119th St.  
Whiting, Indiana

Act  
(For use for Indiana Not for Profit Corporations.)  
Form prescribed by the Secretary of State

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APPROVED  
AND  
FILED

JAN 28 1959

*William H. Selin*  
SECRETARY OF STATE INDIANA

ARTICLES OF INCORPORATION

of

WOODMAR CHILD DEVELOPMENT CENTER, INC.

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD  
JAN 15 3 25 AM '59  
WALTER J. HENDERKO  
RECORDER

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which certificate of incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws," approved March 7, 1935, and all acts amendatory thereof and supplemental thereto.

1. The name of this corporation shall be Woodmar Child Development Center, Inc.

(Name must include the word "Corporation" or "Incorporated" or one of the abbreviations thereof.)

2. The purpose or purposes for which it is formed are as follows:

- a. To provide and implement a pre-school nursery program, or a nursery school program, or a day care program or any one or all of the aforesaid programs for the purpose of providing educational advantages and training for children, to promote the child's physical welfare, mental development and cultural enrichment and to provide parental participation of working parents and non-working parents.
- b. Promulgate programs and policies for child development and child care with adequately trained personnel.
- c. To have the power and authority to qualify as a not-for-profit day nursery under the acts of the Indiana General Assembly, 1943, Chapter 185, as the same now exists or may hereafter be amended, if so desired by the Board of Directors.
- d. To have the power and authority to qualify as a charitable, not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as may be in effect from time to time.
- e. To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Indiana General Not-for-Profit Corporation Act, as now or hereafter amended, and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, but subject to any limitation or restriction imposed by The Indiana General Not-for-Profit Corporation Act, by any other law or by these Articles of Incorporation.

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- 3. The period during which it is to continue as a corporation is perpetual years.
- 4. The post office address of its principal office is 7320 Northcote Avenue South,  
Hammond (City) Lake (County) Indiana (State)
- 5. The name of its resident agent is Donald L. Gray
- 6. The post office address of its resident agent is 1420 - 119th Street,  
Whiting (City) Lake (County) Indiana (State)
- 7. If the memberships are to be divided into classes the designations of the different classes, and a statement of the relative rights, preferences, limitations and restrictions of each class, together with a statement as to the voting rights of any such class.

There shall be one (1) class of members and all members shall have the same rights, privileges, duties, liabilities, limitations and restrictions. Any natural person who desires to participate in the activities of the corporation and who agrees to abide by the by-laws of the corporation and all other rules and regulations adopted by the Board of Directors including the payment of dues and assessments, may become a member of the corporation upon written application therefor, acceptance by the Board of Directors and upon payment of the annual membership dues as set forth in the by-laws from time to time. The corporation shall issue an annual membership certificate to each member at the beginning of each calendar year in accordance with the by-laws of the corporation which shall be valid for such year only; no person shall be entitled to more than one (1) membership. Every member shall have the right at every meeting of members to cast one (1) vote for his membership on any matter submitted to a vote of members unless his dues and assessments are then unpaid; this right to vote may be exercised in person, by written proxy or by mail, as the by-laws may provide from time to time.

8. The number of directors of this corporation shall be not less than three (3) nor more than twenty-one (21) as prescribed from time to time in the by-laws of the corporation; but in no event shall the minimum number of directors be less than three (3). Whenever the by-laws do not specify the exact number, the number of directors shall be five (5). Directors shall be required to be citizens of the United States.

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~~8. The number of directors of this corporation shall be \_\_\_\_\_ (This must be an exact number and cannot be stated in the alternative.)~~

9. The names and addresses of the first board of directors are as follows:

Shyle Flowers	7417 Columbia Circle E.,	Hammond	Lake	Indiana
Name	Street	City	County	State
Arletta Butler	1329 - 175th Street	Hammond	Lake	Indiana
Name	Street	City	County	State
Ethelwyn Jones	7635 Knickerbocker Parkway,	Hammond	Lake	Indiana
Name	Street	City	County	State
<del>Ernest A. Rueter</del>	<del>722 Buchanan</del>	<del>Gary</del>	<del>Lake</del>	<del>Indiana</del>
Name	Street	City	County	State
Anne Nowak	3937 Henry Avenue	Hammond	Lake	Indiana
Name	Street	City	County	State
Donald L. Gray	2129 Lake Avenue	Whiting	Lake	Indiana
Name	Street	City	County	State
Name	Street	City	County	State
Name	Street	City	County	State

10. The names and post office addresses of the incorporators are as follows:

Shyle Flowers	7417 Columbia Circle E.,	Hammond	Lake	Indiana
Name	Street	City	County	State
Arletta Butler	1329 - 175th Street	Hammond	Lake	Indiana
Name	Street	City	County	State
Ethelwyn Jones	7635 Knickerbocker Parkway,	Hammond	Lake	Indiana
Name	Street	City	County	State
Ernest A. Rueter	722 Buchanan	Gary	Lake	Indiana
Name	Street	City	County	State
Anne Nowak	3927 Henry Avenue	Hammond,	Lake	Indiana
Name	Street	City	County	State
Donald L. Gray	1420 - 119th Street	Whiting	Lake	Indiana
Name	Street	City	County	State

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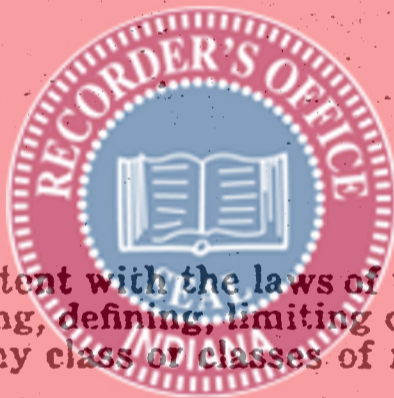
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11. A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation:

None

**STOP**



12. Any other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class of classes of members:

- a. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, the board of directors of the corporation is hereby authorized to exercise, in furtherance of the purposes of the corporation, all the powers of the corporation without prior authorization or subsequent approval by the members of the corporation;
- b. The power to make, alter, amend or repeal a code of by-laws and rules and regulations for the conduct of the affairs of the corporation, including the power to establish officers of the corporation and to elect such officers for such terms, in such manner and to perform such duties as it may determine in its sole discretion, shall be vested in the board of directors of the corporation; provided, however, that no act of the board of directors shall be inconsistent with or contradictory to these Articles of Incorporation or any provision of law;
- c. All meetings of members and directors may be held anywhere either within or without the State of Indiana, at such place as shall be stated in the notice of such meetings;
- d. No member of the corporation shall receive any earnings, compensation or payment from the corporation, except reasonable compensation for services actually performed in furtherance of the purposes of the corporation as an officer, director or employee and except also payment to a member of principal and interest thereon on moneys loaned or advanced to the corporation to the extent permitted by law;
- e. Within the meaning of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as may be in effect from time to

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12. (continued)

time, the corporation shall not have any power to engage in, nor shall it engage in attempting by any means to influence legislation by propaganda or otherwise, nor shall it have any power to, nor shall it, participate in or intervene in (either directly or indirectly or by the publication or distribution of statements) any political campaign on behalf of or, in opposition to, any candidate for public office;

- f. No gift or other contribution to the corporation shall be accepted by the corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the corporation as stated herein;
- g. In the event the directors and members of this corporation decide they are going to dissolve, then in such event, all of the assets of the corporation, over and above those needed to pay off any debts and liabilities of the corporation, shall be distributed to corporations or organizations which are exempt (except any corporation organized and operated for testing for public safety), provided the distributees have purposes similar to those for which this corporation is founded. After the property has been substantially disposed of in such manner, the corporation shall then take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining shall escheat to United Fund of Hammond, Indiana.

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*Shyrle Flowers*  
 Shyrle Flowers  
*Arlotta Butler*  
 Arletta Butler  
*Ethelwyn Jones*  
 Ethelwyn Jones  
*Ernest A. Rueter*  
 Ernest A. Rueter  
*Anne Nowak*  
 Anne Nowak

**STOP**



A minimum of three of the incorporators designated in Article 10 on page — c — should sign above.

STATE OF INDIANA

COUNTY OF LAKE

Before me, Donald L. Gray, a Notary Public in and for said County and State, personally appeared

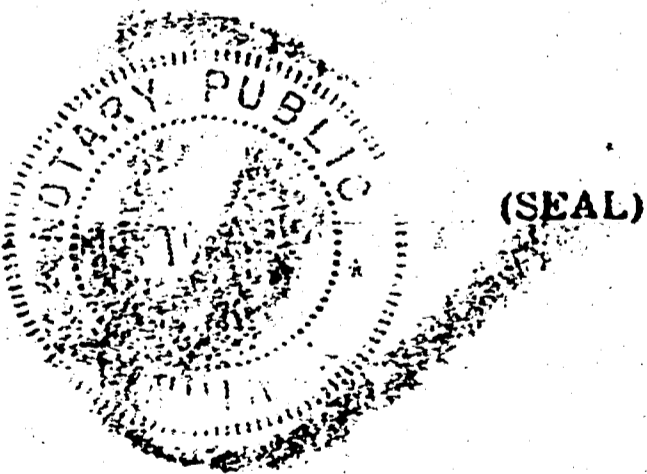
Shyrle Flowers  
 Arletta Butler  
 Ethelwyn Jones

Anne Nowak  
 and severally acknowledged the execution of the foregoing articles of incorporation.

WITNESS my hand and notarial seal this

13th day of November, 1968.

*Donald L. Gray*  
 Donald L. Gray, Notary Public



My commission expires August 21, 1970

(Articles of incorporation must be prepared in triplicate on the form prescribed by the Secretary of State, by the incorporators and signed and acknowledged by at least three of them before a Notary Public, and shall be presented in triplicate to the Secretary of State at his office accompanied by the fees prescribed by law.)

Prepared By Donal L. Gray