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A. L. and H. C. Fogelman
602 - 73rd Ave. N.
St. Petersburg, FL 33702

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

file date 4/3
AC 4/5

Examiner's Initials

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Literacy Toolbox Incorporated
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Amended Articles of Incorporation
Attached

Second }
Third }
Fourth }
Fifth }
Sixth }
Seventh }
Eighth }

amended and/or added articles

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SECOND: The date of adoption of the amendment(s) was: March 15, 2000

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Aimee L Fogel

Signature of Chairman, Vice Chairman, President or other officer

Aimee L. Fogelman

Typed or printed name

President
Title

3/23/2000
Date

ARTICLES OF INCORPORATION
FOR
LITERACY TOOLBOX
(AMENDED)

Articles of Incorporation of the undersigned, whom is a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation law of Florida, do certify:

First: The name of the corporation shall be Literacy Toolbox Incorporated.

Second: The place in this state where the principal office of the Corporation is to be located is the city of Saint Petersburg, Pinellas County. The mailing address of this corporation shall be:

602 73rd Avenue North
St. Petersburg, Florida 33702

Third: Said Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The manner in which the Board of Directors are elected or appointed is according to the bylaws. The names and addresses of the persons who comprise the initial Board of Directors of the corporation are as follows:

Name	Address
Aimee Fogelman	602 73 rd Avenue North; St. Petersburg, FL 33702
Sherity Keith	1925 11 th Street North; St. Petersburg, FL 33704
Kathryn Garrett	3123 Kensington Avenue; Tampa, FL 33629

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article Third thereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise be attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the distribution or publishing of statements) any political campaign on behalf of or opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities carry or exercise any powers that are not in furtherance of the purposes of this corporation.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be

distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such an organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Seventh: The name and Florida street address of the initial registered agent are: Aimee Fogelman; 602 73rd Avenue North; St. Petersburg, FL 33702.

Eighth: The name and address of the Incorporator to these Articles of Incorporation are Aimee Fogelman; 602 73rd Avenue North; St. Petersburg, FL 33702.

Aimee L Fogeln
Signature / Incorporator

3/15/2000
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Aimee L Fogeln
Signature / Registered Agent

3/15/2000
Date