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LAW OFFICE OF

WILLIAM L. ROSS, JR.

221 NORTH CAUSEWAY

NEW SMYRNA BEACH, FLORIDA 32169-5239

FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

TELEPHONE 904-427-5227

FAX 904-423-3909

August 14, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

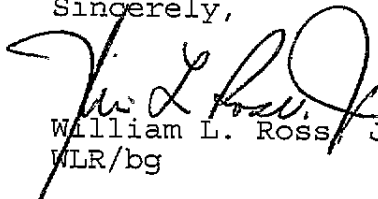
Re: Born To Read, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of BORN TO READ, INC., along with a copy thereof, along with my check in the amount of \$78.75 for the filing fee. Please forward to me a certified copy of the Articles.

Thank you for your assistance in this matter.

Sincerely,


William L. Ross, Jr.
WLR/bg

FILED
00 AUG 16 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Ross GAVE
Secretary handle
add director - last pf -
DATE
8/23/00

W-2007

ARTICLES OF INCORPORATION

OF

Born to Read, Inc.
(A Non-Profit Florida Corporation)

FILED

00 AUG 16 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and do hereby make, subscribe, acknowledge and file the following Articles of Incorporation as the Charter for such Corporation.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is Born to Read, Inc. The principal place of business is at the Educational Development Center, Loomis and Lockhart Streets, P. O. Box 2410, Daytona Beach, Florida 32115, and at such other place or places in the State of Florida as may be determined by the Corporation.

ARTICLE II - NATURE OF BUSINESS

The purpose for which this Corporation is organized is to promote the early acquisition of reading skills by children, primarily through the distribution of appropriate reading materials to the families of infants residing in Volusia County, Florida.

ARTICLE III - MEMBERSHIP

Eligibility for membership in the Corporation shall include the following:

1. Individual sponsors.
2. Corporate/group sponsors.
3. Any and all individuals desiring to assist in the promotion of early literacy in our children.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors. The Board of Directors will consist of at least three individuals with the maximum number to be as stated in the By-Laws. Directors will be appointed by the President of the Corporation, with a concurring vote of a majority of the then constituted Board of Directors.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation designates WILLIAM L. ROSS, JR., as its Registered Agent, and he shall maintain his registered offices at 221 North Causeway, New Smyrna Beach, Florida 32169, pursuant to Section 617.0501, Florida Statutes.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may, at its discretion, provide for such other officers as it sees fit. The officers shall hold office for one year from their time of election or appointment, or until their successor or successors are duly elected and qualified. The manner of the election of officers shall be prescribed in the By-Laws of this Corporation.

ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded by a two-thirds (2/3's) vote of the directors of the Corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted as follows: An Amendment may be proposed by any member of the Board of Directors and may be considered at any meeting of the Board of Directors, regular or special, of which notice has been given according to the By-Laws, which notice shall include a summary of the substance of the proposed Amendment. The Amendment must be approved by a vote of two-thirds (2/3's) of the members of the Board of Directors.

ARTICLE X - ANNUAL MEETINGS

The Board of Directors must meet at least two times a year. The Corporation shall hold a General Meeting of the membership at least once a year. The President shall call Special Meetings of the Corporation as needed. A Special Meeting may also be called at the written request of one-third of the membership, or at the request of one-third of the current Board of Directors.

ARTICLE XI - CORPORATE POWERS

This Corporation shall have all the powers permitted by law, together with such additional specific powers as are contained in the By-Laws.

ARTICLE XII - PURPOSE

The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII - CORPORATE EARNINGS

No part of the net earnings of this Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of the Corporation's property, or through the rebate of the excess membership dues, fees or assessments. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining assets, and the balance of all remaining assets after the payment of all debts and obligations of the Corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to The School Board of Volusia County, Florida, for its use in promoting early childhood literacy. Any

such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, We, the undersigned, being the present officers of this Corporation, hereby declare and certify that the facts herein stated are true, and accordingly hereunder have set our hands and seals this 31 day of May, 2000.

Richard J. Snyder
Richard J. Snyder, President/
Director
Peromnia Grant
Peromnia Grant, Vice President/
Director
D. K. Schlageter
D. K. Schlageter
Secretary/Treasurer/Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared RICHARD J. SNYDER, PEROMNIA GRANT and D. K. Schlageter, who are personally known to me, or who produced Florida drivers' licenses as identification, known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of May, 2000.

My commission expires:

Dephrin J. Jackson
Notary Public
Dephrin J. Jackson
Notary name printed

OFFICIAL NOTARY SEAL
DEPHRIN J JACKSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC678527
MY COMMISSION EXP. SEPT 28 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

00 AUG 16 AM 10:35

Born to Read, Inc.
(A Non-Profit Florida Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

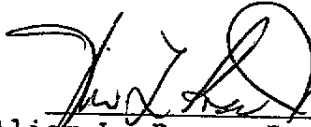
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Born to Read, Inc., a non-profit Florida corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of New Smyrna Beach, County of Volusia, State of Florida, has named WILLIAM L. ROSS, JR., 221 North Causeway, New Smyrna Beach, Volusia County, Florida, 32169, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

May 31, 2000



William L. Ross, Jr.
Registered Agent