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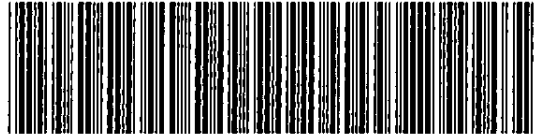
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 28 PM 12:12

MD 9/30

August 15, 2009

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

SUBJECT: Bring Me A Book Franklin, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

. \$87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: David H. Watts
P.O. Box 190
Apalachicola, FL 32329-0190
bringmeabookfranklin@fairpoint.net

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Bring Me A Book Franklin, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:
c/o Apalachicola Museum of Art, 96 Fifth Street, Apalachicola, FL, 32320
(Mailing address: P.O. Box 160, Apalachicola, FL, 32329)

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To promote children's literacy in Franklin County, FL by providing easy access to quality children's books, providing teacher literary training with the specific purpose of inspiring adults to read aloud to children from birth into the primary grades and to develop the awareness among parents that they are their child's first teacher. Emphasis will be on the under-served children of the County.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

There shall be a minimum of three and a maximum of five directors who will initially be self-appointed. Thereafter, directors will be elected by the Board to serve one year terms.

ARTICLE V INITIAL DIRECTORS AND OFFICERS List name(s), address(es) and specific title(s):

Michaelin R. Watts, P.O. Box 190, Apalachicola, FL, 32329 - President
Marie Marshall, 66 Avenue D, Apalachicola, FL, 32320 - Vice President
David H. Watts, P.O. Box 190, Apalachicola, FL, 32329 - Secretary/Treasurer

ARTICLE VI LIMITATIONS OF ACTIVITIES

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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

NOTE: Please provide the original and one copy of the articles.

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ARTICLE VII DISTRIBUTION OF ASSETS

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 a 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 of the corporation is the location, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:
Marie Marshall, 66 Avenue D, Apalachicola, FL, 32320

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

David H. Watts, P.O. Box 190, Apalachicola, FL, 32329-0190

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Marie Z. Marshall
Signature/Registered Agent

9.24.09
Date

[Signature]
Signature/Incorporator
DAVID H. WATTS

9/24/09
Date