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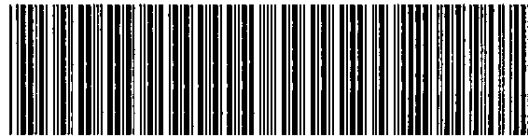
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 22 PM 2:03

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J. Shivers FEB 23 2011

**Articles of Incorporation
of
Literacy from Lyrics Foundation, Inc.**

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TALLAHASSEE, FLORIDA
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Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I.
Name**

The name of the corporation is: Literacy from Lyrics Foundation, Inc. (the "Corporation").

**ARTICLE II.
Corporate Office; Mailing Address**

The principal office and mailing address of the Corporation shall be located at 310 South Dillard Street, Winter Garden, FL 34787.

**ARTICLE III.
Purposes**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1968, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"), 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; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §170(c)(3) of the Code; or (b) the contributions to which are deductible under §170(c)(2) of the Code.

**ARTICLE IV.
Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any such successor provisions thereto hereafter enacted or amended,

but shall exercise such powers only in fulfillment of its above stated purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private individual within the meaning of §501(c)(3) of the Code.

During the period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

- (1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.
- (2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.
- (3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.
- (4) The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4945(a) of the Code.
- (5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.
- (6) 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.

(7) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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.

(8) 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.

ARTICLE V.
Members

Members of the Corporation shall be voting. Members of the Corporation may be designated as such by such process as reflected in the By-laws to be adopted by the Board of Directors in accordance with Florida law.

ARTICLE VI.
Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; provided, that the Corporation shall, at all times, have the minimum number of directors required by applicable law. The board of directors shall exercise all of the voting authority of the Corporation. The initial member of the Board of Directors of the Corporation shall be as designated by the Incorporator.

ARTICLE VII.
Dissolution and Liquidation

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 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.

ARTICLE VIII.
Bylaws

The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

ARTICLE IX.
Registered Official Agent

The street address of the Corporation's initial registered office shall be 310 South Dillard Street, Suite 120, Winter Garden, FL 34787, and the name of the initial registered agent of the Corporation at such office shall be Ronald W. Sikes.

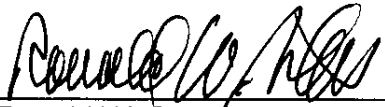
ARTICLE X.
Incorporator

The name and address of the incorporator of the Corporation is Ronald W. Sikes, 310 South Dillard Street, Suite 120, Winter Garden, FL 34787.

ARTICLE XI.
Amendments

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Garden, Florida, this 17th day of February, 2011.



Ronald W. Sikes, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Ronald W. Sikes, as Registered Agent appointed in accordance with the foregoing Articles of Incorporation of Literacy from Lyrics Foundation, Inc., does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that he will comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.



Ronald W. Sikes, Registered Agent
February 17, 2011

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