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TRANSMITTAL LETTER

FILED

98 APR -6 AM 8:40

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Literacy Volunteers of Gadsden County, Inc.
(Proposed corporate name - must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Anna Marie Hartman, Treasurer
Name (Printed or typed)
Rt. 4 Box 145
Address
Havana, Florida 32333
City, State & Zip
(850) 488-3456
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
LITERACY VOLUNTEERS OF GADSDEN COUNTY, INC.
(A nonprofit corporation)

ARTICLE I
Name

The name of this corporation shall be "Literacy Volunteers of Gadsden County,
Inc.

ARTICLE II
Principal Place of Business and Mailing Address

The address of the office and the mailing address of the corporation is :

Literacy Volunteers of Gadsden County, Inc.
341 East Jefferson Street
Quincy, Florida 32351

ARTICLE III
Purposes

The purpose of the organization is to promote and foster increased literacy in Gadsden County, Florida and contiguous areas through volunteer teaching of and aid to the illiterate and semi-literate; to encourage and aid individuals, groups or organizations desiring to increase literacy through voluntary programs; to receive, invest and disburse funds; and to hold property for the purposes of the organization.

The purposes and powers of this corporation are limited to those meeting the requirements for exemption under 26 U.S.C s. 501 (c) (3), as may be amended from time to time, including corresponding provisions of any subsequent federal tax laws.

ARTICLE IV
Manner of Election of Directors

The business affairs of the corporation shall be managed by a board of directors. The number of directors shall be set forth in the by-laws but shall never be less than three. The directors shall be members of the corporation. Members of the board of directors shall be elected and shall hold office in accordance with the by-laws.

The name and addresses of the board of directors are:

Alice DuPont, President
404 S. Stewart St.
Quincy, FL 32351
W 627-7649
H 627-3494

Anna Marie Hartman, Treasurer
Rt. 4 Box 145
Havana, FL 32333
W 488-3456
H 539-9355

Stephanie Kilham, Secretary
310 N. Gadsden St. #8
Tallahassee, FL 32301
W 627-7666 (ext. 129)
H 681-8572

Bill Penrose
Rt. 3 Box 679
Havana, FL 32333
W 875-3024
H 539-4896

Arthur Fixel
P.O. Box 534
Quincy, FL 32351
W 875-2887
H 627-8728

Earl Banks
404 W. Jefferson St.
Quincy, FL 32351
W 524-4800

Catherine Jackson
P.O. Box 114
Quincy, FL 32351
W 627-6030

Ray Blich
500 W. King St.
Quincy, FL 32351
W 627-6775

Sandra Cross
1101 W. Jefferson St.
Quincy, FL 32351
W 875-1747
H 627-1005

Bobby Owens
Rt. 4 Box 1230
Quincy, FL 32351

Maye Jones
913 Hardin St.
Quincy, FL 32351

Kris Odahowski
341 E. Jefferson St.
Quincy, FL 32351

ARTICLE V Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except:

This corporation shall have no capital stock, its objective and purpose being solely of a charitable, literary and educational character and not for individual pecuniary gain or profits to its members. This shall not prohibit payment to individuals for services received or assets purchased. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the profits, assets, or net income of this corporation shall ever inure to the benefit of any director, officer, member, or any private shareholder or individual.

Upon the dissolution of this corporation, its assets, if any, remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to Literacy Volunteers of Florida or to such similar non-profit charitable organization as may be selected by the board of directors and which must be organized and operated exclusively for charitable and educational purposes, and is a tax-exempt organization pursuant to 26 U.S.C. s. 501 (c) (3) of the Internal Revenue Code.

No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and no part of its activities

shall consist of intervening, including the publishing and distribution of statements, in any political campaign in behalf of any candidate for public office.

No director, officer, or member of this corporation shall be subject to assessment by the corporation except for such dues as may be provided for in the by-laws, nor shall any such director, officer, or member be personally liable for any of the debts, liabilities, obligations, or undertakings of the corporation. All of the liabilities of the corporation shall be limited to its common funds and assets.

This corporation operates as a local affiliate of Literacy Volunteers of America, Inc., an organization tax exempt under 26 U.S.C. s. 501 (c)(3).

ARTICLE VI

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at this office is:

Natalie Lamb
C/o Literacy Volunteers of Gadsden County, Inc.
341 E. Jefferson Street
Quincy, Florida 32351

ARTICLE VII

The name and street address of the incorporators are:

Alice DuPont
404 S. Stewart St.
Quincy, Florida 32351

Anna Marie Hartman
Rural Route 4 Box 145
Havana, Florida 32333

Stephanie Kilham
310 N. Gadsden St. #8
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation this
6th day of *April*, 1998.

Signature of Incorporator:

A handwritten signature in cursive script that reads "Anna Marie Hartman".

Anna Marie Hartman
Typed name of Incorporator signing

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Literacy Volunteers of Gadsden County, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Natalie Lamb

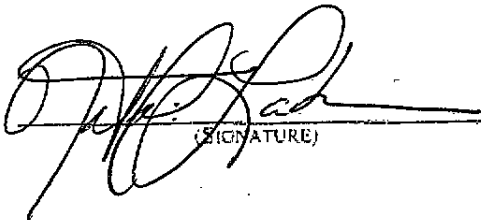
(NAME)

341 East Jefferson Street
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Quincy, Florida 32351

(CITY/STATE/ZIP)

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 I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

April 3, 1998
(DATE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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