

F98000004799

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: FIRST BOOK
(Name of Corporation)

300002606539--2
-08/04/98-01033--001
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Kyle Zimmer
(Name of Person)
First Book
(Firm/Company)
1319 F. Street, N.W., Suite 500
(Address)
Washington, D.C. 20004
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

affidavit OK - *
9/8/24

For further information concerning this matter, please call:

Enid D. Jean-Claude at (212) 858 - 1797
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

August 4, 1998

KYLE ZIMMER
FIRST BOOK
1319 F. ST., NW, STE. 500
WASHINGTON, DC 20004

SUBJECT: FIRST BOOK
Ref. Number: W98000017650

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

We have received your document for FIRST BOOK and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1061.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 398A00040698

First Book

1319 F Street, N.W.
Suite 500
Washington, D.C. 20004
Phone (202) 393-1222
Fax (202) 628-1258



August 20, 1998

Ms. Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: First Book, Inc. ; Ref. Number W98000017650

Dear Ms. Sindt:

Thank you again for taking the time to talk with me recently regarding First Book and our attempt to register with the State of Florida. As I indicated, First Book is a non-profit that provides new books to disadvantaged children. As you suggested, I am writing to you to describe the misunderstanding regarding our filing with the state and to ask for your assistance.

As I understood the correspondence from your office, there were three issues regarding our filing, as follows:

- The name of our organization did not include the requisite suffix. I have added the suffix "Inc." to our application, as required, and to reflect the fact that First Book is incorporated as a 501(c)(3) non-profit in the District of Columbia.
- First Book needed to provide our Federal Employer Identification Number. This omission was an oversight and I have included our FEI in the space provided. For your records, our FEI is 52-1779606.
- Finally, although the application for First Book stated that we had conducted affairs in the state of Florida in 1997, I do not believe that our activities constituted "conducting affairs" within the definition provided in 617.1501, which was included in your materials. I draw this conclusion from the following facts:

1. First Book has no employees within the State of Florida. All activities within the state have been carried out by volunteers. These activities are organized through local advisory groups which have no legal authority nor liability on behalf of the national organization; and

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

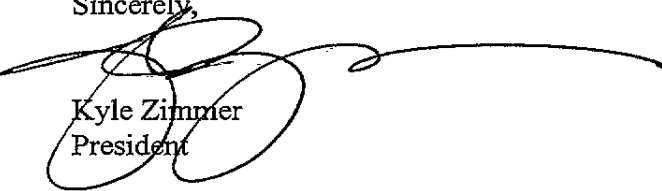
Letter to J. Sindt
August 20, 1998
Page Two

2. First Book holds no real property, security interests, or indebtedness in the State of Florida; and
3. First Book holds no bank accounts in the State of Florida. All First Book accounts are located in Washington, D.C.; and
4. To date and for the foreseeable future, First Book activities in Florida have been limited to distributing new books to disadvantaged children and families who are participating in existing community tutoring, mentoring and family literacy programs and related small-scale fund raising activities.

Because the level of our activities is so limited within the State of Florida, I do not believe that we should be assessed the civil penalty that was referred to in the correspondence from your office. In addition, because we have a small budget and we struggle everyday to continue our mission to provide new books to the most disadvantaged children in our country, such a penalty would be extremely difficult for our organization to pay. We remain dedicated to fulfilling every necessary requirement under Florida laws to continue our work in your state. It is my hope that this letter, together with the accompanying affidavit will resolve the matter. If you have any questions, please call me at (202) 393-1222.

Thank you for your guidance.

Sincerely,



Kyle Zimmer
President

enclosures

★ First Book

1319 F Street, N.W.
Suite 500
Washington, D.C. 20004
Phone (202) 393-1222
Fax (202) 628-1258



AFFIDAVIT

OF

KYLE J. ZIMMER

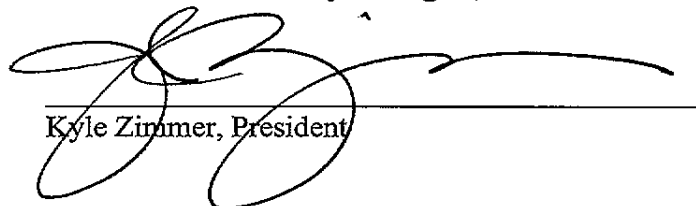
President
of
First Book, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

I, Kyle Zimmer, President of First Book, under penalty of perjury, assert that :

1. First Book does not have any bank accounts within the State of Florida; and
2. First Book has no employees within the State of Florida; and
3. First Book has no indebtedness, nor real, nor security interests within the state of Florida; and
4. All First Book activities within the State of Florida have been carried out by volunteers within the context of local advisory groups that have no legal authority nor liability on behalf of the national organization; and
5. First Book activities within the State of Florida have been limited to providing new books to disadvantaged children and related small-scale fund raising efforts.

Sworn to and executed on this 20th day of August, 1998.



Kyle Zimmer, President

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. FIRST BOOK Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Washington, D.C.
(State or country under the law of which it is incorporated)
3. 52-1779606
(FEI number, if applicable)
4. May 19, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 6, 1997
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1319 F. Street, N.W.
Washington, D.C. 20004
(Current mailing address)
8. Solicitation of Funds
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

James F. Scilligo

(Name)

11802 N. Dale Mabry

(Office address)

Tampa

(City)

Florida,

33618

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James F. Scilligo

(Registered agent's signature)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

KYLE ZIMMER PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

12. Names and addresses of officer and/or directors.

The following individuals may be contacted at the following address and telephone number:

1319 F Street, NW
Suite 500
Washington, DC 20004

(202) 393-1222

A. DIRECTORS

Mr. Peter Gold

Ms. Kyle Zimmer

Ms. Elizabeth Arky
Director

Ms. Judith Zimmer
Director

B. OFFICERS

Peter F. Gold
Chairman

Kyle Zimmer
President and Treasurer

Elizabeth Arky
Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

13. Names and addresses of all current officers and directors:

The following individuals may be contacted at the following address and telephone number:

**1319 F Street, NW
Suite 500
Washington, DC 20004**

(202) 393-1222

Peter Gold
Chairman

Kyle Zimmer
President

Elizabeth Arky

Christopher Cerf

Louis Harris

Richard Krinsley

Eleanor Lewis

Melissa Moss

Susan Roman

Carolynn Reid-Wallance

Sally Susman

Tom Tolworthy

Judith Zimmer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

Individuals responsible for custody of funds.

Elizabeth L. Wilson
1319 F. Street, N.W.
Suite 500
Washington, D.C
(202) 393-1222

Individual(s) responsible for distribution of funds.

Elizabeth L. Wilson
1319 F. Street, N.W.
Suite 500
Washington, D.C
(202) 393-1222

Lynda B. Lancaster
1319 F. Street, N.W.
Suite 500
Washington, D.C
(202) 393-1222

Individual(s) responsible for fund raising

Kyle Zimmer
1319 F. Street, N.W.
Washington, DC. 20004
(202) 393-1222

Individual(s) responsible for custody of records

Elizabeth L. Wilson
1319 F. Street, N.W.
Suite 500
Washington, D.C
(202) 393-1222

Pamela Sacks
1319 F. Street, N.W.
Suite 500
Washington, DC 20004
(202) 393-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **19th** day of **May, 1992**, Articles of Incorporation of:

FIRST BOOK

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **2nd** day of **July, 1998** .

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


Robert D. Henry
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 10:58