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ARTICLES OF INCORPORATION OF LITERACY INCREASE, INC. (a not for profit corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Not For Profit Act, hereby files these Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be

LITERACY INCREASE, INC.

ARTICLE II -- ADDRESS

The principal place and mailing address of business of the corporation shall be:

9167 McDougal Lane Tallahassee, FL 32312

ARTICLE III -- PURPOSES

This corporation is formed for the purpose of providing assistance, coordination and support to individuals and groups in the correctional system who desire to learn to read and study with their children and to promote reading. This corporation may have offices throughout the world.

This corporation shall assist inmates in bonding with their children through educational books and literacy programs, which will create the structure and launch pad for parents to be teachers and educators for their children, which will result in increased

self esteem and direction for both parties as they help each other become educated.

This corporation may have any purpose lawfully allowed as a not for profit corporation under Chapter 617, Florida Statutes.

This organization is organized strictly for charitable, educational and scientific purposes excluding for such purposes the making of distributions to organizations that qualify as exempt organization under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV -- POWERS

This corporation may exercise any and all powers as are in furtherance of the purposes of its organization and as are enumerated in section 617.0302, Florida Statutes(1996), providing such powers are permitted so as to provide a tax exempt status as determined by the U.S. Department of Treasury, Internal Revenue Service.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V -- MEMBERS

There are no members with voting rights.

A. The members of this corporation shall have no right nor interest in the property of the corporation except that the corporation shall be authorized to pay members reasonable amounts for services rendered.

B. The qualifications of the members, the manner of their admission and termination of membership, and voting by members shall be as stated in the By-Laws.

C. Membership in this corporation is fully transferable.

ARTICLE VI -- REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Joyce Sibson Dove, Attorney at Law, 203 North Franklin Blvd, Tallahassee, Florida 32301.

ARTICLE VII -- INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

William Bothwell 9167 McDougal Lane Tallahassee, FL 32312

ARTICLE VIII -- DIRECTORS

The number of directors constituting the board of directors of the corporation are four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

NAME	ADDRESS
William Bothwell	9167 McDougal Lane
	Tallahassee, FL 32312
Don May	1511 Killearn Center Blvd
	Tallahassee, FL 32308
Joan L. Black	379 Oakwood Ave
	State College, PA 16803
Brice Mercier	3434 North Monroe
	Tallahassee, FL 32302

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The directors shall be elected in the manner which is prescribed in the bylaws. The number of directors may be increased by provision in the bylaws.

ARTICLE IX -- AMENDMENTS

Amendments to these Articles shall be adopted by a vote of two thirds of the directors present at a meeting called for that purpose as provided for in the By-Laws.

ARTICLE X -- DISSOLUTION

Upon 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 corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the court of Florida, so organized for such purpose, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The undersigned has executed these Articles of Incorporation this April 4, 2002 and they are effective April 5, 2002.

FOR THE CORPORATION:

Incorporator WILLIAM BOTHWELL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapters 607 and 617, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered agent in the state of Florida.

Name and Address of Corporation: 1.

> Literacy Increase, Inc. 9167 McDougal Lane Tallahassee, FL 32312

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2. Name and Address of Registered Agent:

> Joyce Sibson Dove Attorney at Law 203 N. Franklin Blvd. Tallahassee, Florida 32301

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 provision of all statues 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.

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Signed April 11, 2002,

Sibson Dove, Attorney at Law Joyće Fldrj/da Bar # 0938858