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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Math Counts, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

ARTICLES OF INCORPORATION
OF
MATH COUNTS, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned, hereby as incorporator, designates the following articles for the purposes and with the powers hereinafter mentioned.

ARTICLE 1

1.01. CORPORATION NAME. The name of this corporation is:

"MATH COUNTS, INC."

ARTICLE 2

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE 3

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Laws. The corporation shall promote primarily interest, knowledge and appreciation of mathematics through education.

(b) The corporation shall restrict its operations to the promotion of charitable, literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the

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Internal Revenue Code of 1986, as presently or hereafter existing ("Code"). Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

(d) To do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws to the extent not otherwise inconsistent with the other provisions of this Article 3.

ARTICLE 4

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE 5

5.01. REGISTERED AGENT AND PRINCIPAL OFFICE. The Registered Agent and the street address of the initial registered office and of the principal office of the corporation in the State of Florida shall be:

Victoria Kennedy
189 Solano Cay Circle
Ponte Vedra Beach, FL 32082

ARTICLE 6

6.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the

Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws, but there shall at all times be at least three directors. The method of electing the directors shall be as provided in the Bylaws.

ARTICLE 7

7.01. INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

Victoria Kennedy
189 Solano Cay Circle
Ponte Vedra Beach, FL 32082

ARTICLE 8

8.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to the Duval County School Board for any public purpose.

ARTICLE 9

9.01. AMENDMENT. These Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Duval County, Florida, for the uses and purposes aforesaid, this 28th day of March, 2003.

Victoria Kennedy
Victoria Kennedy, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

Math Counts, Inc. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at 189 Solano Cay Circle, Ponte Vedra Beach, FL 32082, has named Victoria Kennedy as its agent to accept service of process within this state.

Acceptance:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 3-28-03

Victoria Kennedy
Victoria Kennedy, Resident Agent

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