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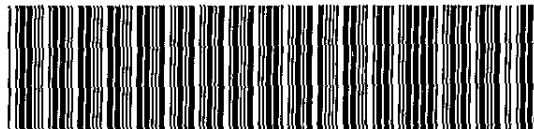
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TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 254006 11405A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : September 24, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 254006-005

CUSTOMER NO: 11405A

CUSTOMER: Kerry Wilson, Esq  
Peterson & Myers, P.a.

P.o. Drawer 7608

Winter Haven, FL 33883-7608

DOMESTIC FILING

NAME: READ POLK, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
READ POLK INC.  
(A Nonprofit Corporation)**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of the Corporation shall be: READ POLK, INC.

**ARTICLE II. ADDRESS**

The mailing and street address of the Corporation is: 205 E. Main Street, Suite 107, Bartow, Florida, 33830-4613.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence upon filing of these Articles of Incorporation.

**ARTICLE IV. TYPE OF CORPORATION**

The Corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

**ARTICLE V. PURPOSES**

The purposes of the corporation are:

(a) to promote the teaching and learning of basic reading, writing, listening and speaking skills to adults, to actively engage in and coordinate programs and activities to further adult literacy in Polk County, Florida, and to assist and enhance literacy efforts by serving as an information source, by acting as a liaison among and supporter of developing and existing literacy programs, and by linking individuals and services in the community.

;

(b) To engage in any activity or business permitted a not for profit corporation under the laws of the United States and Florida and, although it may have authority under such laws to do certain things, it shall not be authorized to do anything that it would not be permitted to do under Section 501(c)(3) of the Internal Revenue Code and still remain an exempt corporation to which gifts made by individuals are deductible by such donors; and

(c) to exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.021, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the same would cause the Corporation to violate any of the provisions contained in Article VI.

#### ARTICLE VI. PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

1) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

3) 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; provided, however, 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 this Article.

#### ARTICLE VII. DURATION

The period of duration of the Corporation shall be perpetual.

#### ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) persons. The Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws; provided that in no event shall the number of Directors be less than three.

The Directors named below shall serve until the first election of Directors as provided in the Bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the members in accordance with the Bylaws at the regular annual meetings of the membership of the Corporation. The names and street addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
ROBERT BAUER	310 Orange Street Auburndale, Florida, 33823-4126
BETSY GAUSS	140 E. Park Avenue Lake Wales, Florida, 33853
BILL FENTON	100 Lake Morton Drive Lakeland, Florida, 33801

#### ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 141 5<sup>th</sup> Street, N.W., Winter Haven, Florida, 33881, and the name of the initial registered agent of the Corporation at that address is KERRY M. WILSON.

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator are: KERRY M. WILSON, 141 5<sup>th</sup> Street, N.W., Winter Haven, Florida, 33881.

The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE XI. MEMBERS

Th authorized number and qualifications of members of the Corporation, if any, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws.

#### ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors; provided that notice of the proposed action relating to these Bylaws is included in the notice of the meeting is waived in writing by a majority of the Directors.

#### ARTICLE XIII. DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to any successor organization or other such organization or organizations organized and operated for the purpose of promoting adult literacy as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

#### ARTICLE XIV. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, or any amendment thereto, by a vote of two-thirds of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 23<sup>rd</sup> day of September, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
KERRY M. WILSON

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That READ POLK, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 141 5<sup>th</sup> St., N.W., Winter Haven, Florida, 33881, has named KERRY M. WILSON, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this Certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
KERRY M. WILSON

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