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Division of Corporations

FAX NO. 321 951 741

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FLORIDA NON-PROFIT CORPORATION

JUST REACH OUT AND READ, INC.

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**ARTICLES OF INCORPORATION
FOR
JUST REACH OUT AND READ, INC.**

FILED
JUN 25 PM 8:15
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Just Reach Out and Read, Inc..

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 134 South Woods Drive, Rockledge, Florida 32955.

ARTICLE V

The name and address of the initial registered agent is: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

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ARTICLE VI

The initial Board of Directors of the Corporation shall consist of seven (7) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Mary Ellen Stockett, M.D.
134 South Woods Drive
Rockledge, Florida 32955

Dawn O. Eckhoff, C.P.N.P.
134 South Woods Drive
Rockledge, Florida 32955

Karen Allison
134 South Woods Drive
Rockledge, Florida 32955

Ngo Nguyen
134 South Woods Drive
Rockledge, Florida 32955

A. Jan Borowski, M.D.
134 South Woods Drive
Rockledge, Florida 32955

Debbie Sapp
134 South Woods Drive
Rockledge, Florida 32955

Nancy Silva, C.P.N.P.
134 South Woods Drive
Rockledge, Florida 32955

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ARTICLE VII

The officers of the Corporation shall be a president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

Mary Ellen Stockett, M.D. 134 South Woods Drive Rockledge, Florida 32555	President
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Mary Ellen Stockett, M.D. 134 South Woods Drive Rockledge, Florida 32555	Secretary
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Mary Ellen Stockett, M.D. 134 South Woods Drive Rockledge, Florida 32555	Treasurer
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ARTICLE VIII

The name and address of the initial incorporator shall be J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE IX

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE X

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

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campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

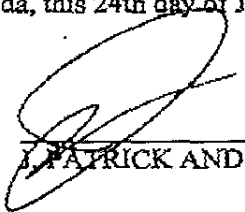
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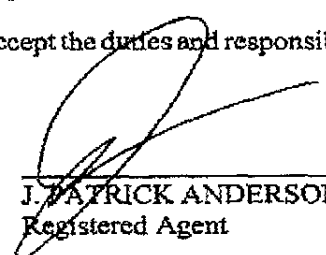
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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of
Incorporation in Melbourne, Brevard County, Florida, this 24th day of June, 2004.


J. PATRICK ANDERSON

I hereby declare that I am familiar with and accept the duties and responsibilities as registered
agent for said Corporation.


J. PATRICK ANDERSON
Registered Agent

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