

Division of Corporations

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Florida Department of State  
Division of Corporations  
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From:

Account Name : BLALOCK, WALTERS, HELD &amp; JOHNSON, P.A.

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**FLORIDA NON-PROFIT CORPORATION****AMERICA YESREAD, INC.**

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**ARTICLES OF INCORPORATION****OF****AMERICA YESREAD, INC.****A Not-for-Profit Corporation**

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation ("Articles") for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I****NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this corporation shall be **America YesRead, Inc.** ("Corporation"). The address of the Corporation's principal office shall be at 1750 17<sup>th</sup> Street, Building D, Sarasota, Florida 34234, and the name of the initial registered agent is Blalock, Walter, Held & Johnson, P.A., and the registered office address is 802 11<sup>th</sup> Street West, Bradenton, Florida 34205-7734.

**ARTICLE II****OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

Notwithstanding the following, the purposes for which this Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

A. To establish and operate a not-for-profit corporation organized and operated exclusively for the purpose of providing educational services, consultations, training, programs, curriculum, and other educational materials to students of all ages, teachers, schools, school districts, and other agencies in order to establish higher levels of literacy and learning in the broad population. The Corporation's objective is to improve reading, and its companion skills for all strata of society.

B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

### **ARTICLE III** **QUALIFICATION OF MEMBERS**

The membership of the Corporation shall be as defined in the Corporation's Bylaws.

### **ARTICLE IV** **TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin its existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

### **ARTICLE V** **NAME AND ADDRESS OF INCORPORATOR**

Robert S. Stroud, Esq.  
Blalock, Walters, Held & Johnson, P.A.  
802 11<sup>th</sup> Street West  
Bradenton, Florida 34205

### **ARTICLE VI** **TRUSTEES AND OFFICERS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall consist of not less than three (3) or more than twenty-one (21) Trustees who shall be elected, qualified as to their membership, and hold office in accordance with the provisions of the Bylaws of this Corporation. The Board of Trustees shall elect its Chairman.

The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

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**ARTICLE VII**  
**NAMES OF INITIAL BOARD OF TRUSTEES AND OFFICERS**  
**TERM AND MANNER OF ELECTION**

<b>A. <u>Trustees:</u></b>	<b><u>Address:</u></b>
Philip B. Pasho	4422 Diamond Circle West Sarasota, FL 34233
Drayton Saunders	1801 Main Street Sarasota, FL 34236
Frank B. Wood, Ph.D.	Medical Center Boulevard Winston-Salem, NC 27157
<b>B. <u>Officers:</u></b>	
President:	Philip B. Pasho
Vice President:	TBD
Treasurer:	Drayton Saunders
Secretary:	Philip B. Pasho

The Officers and Trustees shall be elected for a one (1) year term during or before the second week of September each year. Any Officer or Trustee may be removed by a majority vote of the members.

**ARTICLE VIII**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Trustees of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida, and upon filing in the office the said Secretary of State of Florida, and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

Notwithstanding the foregoing, the membership, officers or Trustees of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

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**ARTICLE IX**  
**RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Is a not-for-profit corporation. No part of the net earnings of this 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be 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 campaign on behalf of or in opposition to any candidate for public office.

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE X**  
**DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Trustees in their sole discretion, applying the guidelines set forth herein.

**ARTICLE XI**  
**NON-STOCK BASIS**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

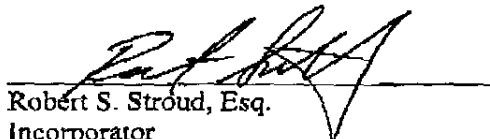
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**ARTICLE XII**  
**INDEMNIFICATION**

The Corporation shall have the power to indemnify each officer and Trustee, including former officers and Trustees, to the full extent permitted by the Florida Business Corporation Act and the Florida Not for Profit Corporation Act.

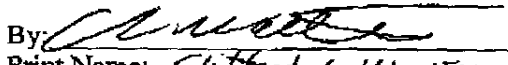
**ARTICLE XIII**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, Trustees and officers are subject to this reservation.

  
Robert S. Stroud, Esq.  
Incorporator

*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

**Blalock, Walters, Held & Johnson, P.A.**

By:   
Print Name: Clifford L. Walters  
Its: President

Prepared by:  
Robert S. Stroud, Esq.  
Blalock, Walters, Held & Johnson, P.A.  
802 11th Street West  
Bradenton, FL 34205  
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