

**Electronic Articles of Incorporation
For**

**N06000012856
FILED
December 18, 2006
Sec. Of State
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THE UPSIDE DOWN FOUNDATION, INC

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

THE UPSIDE DOWN FOUNDATION, INC

Article II

The principal place of business address:

800 SOUTH OSPREY
SARASOTA, FL. 34236

The mailing address of the corporation is:

800 SOUTH OSPREY
SARASOTA, FL. 34236

Article III

The specific purpose for which this corporation is organized is:

TO DEVELOP STRONGER COMMUNITIES BY TRAINING HIGH SCHOOL
STUDENTS TO BECOME READING MENTORS FOR ELEMENTARY STUDENTS
WHO STRUGGLE TO READ.

Article IV

The manner in which directors are elected or appointed is:

BY-LAWS

Article V

The name and Florida street address of the registered agent is:

SUPLEE & SHEA, PA
800 SOUTH OSPREY
SARASOTA, FL. 34236

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: GREG TRUITT

Article VI

The name and address of the incorporator is:

GREG TRUITT
800 SOUTH OSPREY

SARASOTA, FL 34236

Incorporator Signature: GREG TRUITT

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
NATHAN WEINBAUM
223 EARLY DR
POWELL, TN. 37849

Title: VP
CLAYTON THOMPSON
1256 OLD STICKNEY POINT RD
SARASOTA, FL. 34242

Title: D
FELICIA WHITE
PO BOX 50908
SARASOTA, FL. 34232

Title: D
BRIAN BEAUCHAMP
921 NORTH LIME AVE.
SARASOTA, FL. 34237

Title: D
CHRIS PARSONS
6455 GATEWAY AVE
SARASOTA, FL. 34231

Title: D
EDDIE HOWARD JR.
2372 SOUTH TAMIAMI TRAIL
SARASOTA, FL. 34293