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Division of Corporations Page 1 of 1

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

Health Literacy Education 4 Kids, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTH LITERACY EDUCATION 4 KIDS, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

Name

The name of this corporation is HEALTH LITERACY EDUCATION 4 KIDS, INC.

ARTICLE II

Principal Office – Registered Office and Agent

The street address and mailing address of the principal office of the corporation is 1755 Moss Creek Drive, Orange Park, FL 32003. The registered office of the corporation is 1755 Moss Creek Drive, Orange Park, FL 32003. The name of the registered agent of the corporation at that address is Sonja Mitchell. The Certificate of Designation of Registered Office – Registered Agent is attached.

ARTICLE III

Duration

The corporation shall have a perpetual existence, unless dissolved according to law, commencing on the filing date with the Florida Department of State.

ARTICLE IV

Purposes

1. The purpose for which the corporation is organized are exclusively either religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Service Law.

2. The corporation also desires to have as objectives the power to:
 - (a). provide diversified enrichment programs that will educate children and their families about the importance of being healthy as well as offering reading and mentoring programs in partnership with schools and private resources;
 - (b). offer nutrition and health seminars that promote the health and well being of children; and
 - (c). offer a comprehensive literacy program that serves students in elementary through middle school to increase reading levels and enhance academic performance in order to pass state-wide exams.
3. The corporation also desires to have as objectives the power:
 - (a). To rent, lease or purchase such buildings or edifices which might be needed by the Corporation, to alter or repair same and to dispose of same when no longer needed or used by the Corporation;
 - (b). To buy vacant land or buildings, alter, develop, build, or repair same for the use of the Corporation and to dispose of same when no longer needed;
 - (c). To purchase, accept, acquire, wholly or in part, and to any lawful use or purpose and for upon lawful consideration, mortgages and other similar instruments and any all rights hereunder and property therein; also and likewise and in like manner, bonds, obligations, debentures, notes, certificate of interest, stocks and receipts created by any corporation or corporation, domestic or foreign, association or firms, trustees, syndicates, governmental divisions or agencies and all rights and orders under the same or any of the same. To exercise in respect thereto any and all rights, powers or privileged or, under, issuing or growing out of or by reason of the ownership of, authority over or interest in, and, as to matters or things, to consent or otherwise act thereunder, or in respect thereto or thereof, to do and perform any and all acts and things for the

preservation, protection, improvement and enhancement in value thereof or tending to accomplish such purpose;

- (d). To hold and operate such property which shall come into possession of said Corporation, and sell, assign, transfer, otherwise dispose of anything acquired or held by this Corporation and in all respects to deal in and with the same insofar as may lawfully be done under the provisions of the Not-for-Profit Corporation law of New York State;
- (e). To borrow money and to contract debts when necessary for the exercise of its incorporation, rights, privileged, or for any other lawful purpose of its incorporation, and to mortgage its property and/or make such deed of trust as may be necessary to secure the payment of such obligations or of any debts or contracts for such purpose; and
- (f). To enter into; make, perform and carry out contracts with any person, firms, corporation, private, public, municipal or political body, under the government of the United States of America and foreign countries so far and to the extent that the same may be done and performed under the provision of the Not-for-Profit Corporation Law of the State of New York.

4. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes and the purposes set forth in the purpose clauses.

5. No 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.

6. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any 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 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).

7. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage in any act of self dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Directors

The Corporation shall have six (6) initial directors. The number of directors may be increased or decreased from time to time in accordance to the Bylaws of the Corporation, but shall never be less than three (3) directors. The manner in which the Directors shall be elected shall be set forth in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Sonja Mitchell
1755 Moss Creek Drive
Orange Park, FL 32003

Dennis Stewart
1369 West 11th Street
Jacksonville, FL 32209

Theresa Livan
1791 Chatham Village Drive
Orange Park, FL 32002

Melvin Marshall
829 Tammy Cove Lane
Jacksonville, FL 32218

Louis H. Brown
675 Lincoln Avenue, # 1

Renee Thomas
6468 Temberley Drive

Brooklyn, NY 11208

Jacksonville, FL 32244

ARTICLE VI**Non-Stock Basis**

The Corporation is organized under a non-stock basis.

ARTICLE VII**Disposition of Assets on Dissolution**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal income tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII**Exempt Status: Prohibited Transactions**

1. The Corporation shall not exercise in any manner or for any purpose any power of authority granted which may jeopardize the status of the Corporation as an exempt organization under Code Section 501(c)(3).
2. The Corporation during the period it is a "private foundation" as defined in Code Section 509(a) shall not:
 - a. Engage in any act of "self dealing", as defined in code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941;
 - b. Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
 - c. Make any investment which would jeopardize the carrying out of its exempt purposes within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944 and
 - d. Make any "taxable expenditures" as defined in Code Section

4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

3. The Corporation during the period it is a "private foundation" as defined in Code Section 509(a) shall distribute for the purposes specified in the Articles of Incorporation, for each taxable year, amounts sufficient to avoid liability due the tax imposed by Code Section 4942.

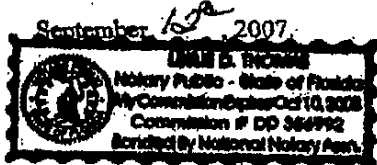
ARTICLE IX

Incorporators

The name and street address of the incorporator is as follows:

Sonja Mitchell
1755 Moss Creek Drive
Orange Park, FL 32003

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation,



Sonja Mitchell
SONJA MITCHELL, Incorporator

STATE OF FLORIDA)
COUNTY OF Clay) ss.:

The foregoing instrument was acknowledged and sworn to before me this 12th day of September, 2007 by SONJA MITCHELL as incorporator of HEALTH LITERACY EDUCATION 4 KIDS, INC.

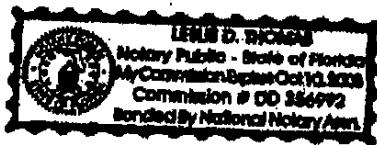
Paula Stewart
Notary Public, State of Florida
My Commission Expires:
October 10, 2008

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Officer and Registered Agent in the state of Florida.

1. The name of the Corporation is HEALTH LITERACY EDUCATION 4 KIDS, INC.
2. The name and address of the registered agent and office is Sonja Mitchell
1755 Moss Creek Drive, Orange Park, FL 32003.

Having been named as Registered Agent and to accept service of process for the Health Literacy Education 4 Kids, Inc. at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent




SONJA MITCHELL

DATE: September 12th, 2007

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