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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 22 2008
D.A. WHITE

Articles Filing Letter

Sandra Hodges
19380 Collins Avenue (PH 21)
Sunny Isles Beach, FL 33160

April 15, 2008

Florida Department of State,
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation Filing

I enclose an original and 3 copies of the Articles of Incorporation of Miami Reads Family Literacy Program Inc.

Please file the Articles and return 3 Certified Certificates of Incorporation (or file-stamped of the original Articles) to me at the above address.

A MONEY ORDER in the amount of \$96.25, made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

Sandra Hodges

Sandra Hodges, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MIAMI-READS FAMILY LITERACY PROGRAM INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

NAME OF CORPORATION: The name of the corporation is
MIAMI READS FAMILY LITERACY PROGRAM INC.

ARTICLE II - ADDRESS

PRINCIPAL OFFICE: The principal office of the corporation is located at
19380 COLLINS AVENUE (PH 21) SUNNY ISLES BEACH, FL 33160.

ARTICLE III - MAILING ADDRESS

MAILING ADDRESS: The mailing address of the corporation is
19380 COLLINS AVENUE (PH 21) SUNNY ISLES BEACH, FL 33160

ARTICLE IV - REGISTERED AGENT

REGISTERED AGENT: The name of the registered agent of the Corporation is SANDRA HODGES. The address of this registered agent is
19380 COLLINS AVENUE (PH 21) SUNNY ISLES BEACH, FL 33160.

ARTICLE V - TERM

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

ARTICLE VI - DIRECTORS

BOARD OF DIRECTORS: The management of the affairs of the corporation shall be rested in a board of directors as defined by the corporation's bylaws. No director should have any rights, title or interest in or to any property of the corporation.

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The number of members of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided there shall never be less than three.

The number of directors, constituting the initial board of directors is seven (7); the names and addresses of the persons who are to serve as directors until the first meeting of members or until their successors are elected and qualify are as follows:

1. Gil Z Baker (P) 1001-91 Street #708
Bay Harbor, FL 33154
2. Michael Smith (VP) 1370 Washington Avenue #306
Miami Beach, FL 33139
3. Ravie Newberry (S/T) 4301 SW 33rd Drive
West Park, FL 33021
4. Robert Luce (D) 640 South Park Road #426
Hollywood, FL 33021
5. Frank Stango (D) 4301 SW 33rd Drive
West Park, FL 33021
6. Maria Oropeza (D) 1300 Lennox Avenue
Miami Beach, FL 33139
7. Sonia Oropeza (D) 1300 Lennox Avenue
Miami Beach, FL 33139

ARTICLE VII - INCORPORATION

INCORPORATORS: The name and address of the incorporator is:
SANDRA HODGES, 19380 COLLINS AVENUE (PH 21) SUNNY ISLES BEACH,
FL 33160.

ARTICLE VIII - PURPOSE

CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To create innovative educational programs that provides accessibility, support services and improvement in family literacy. To increase academic and technological achievements of at-risk, disadvantaged, children and their families in Reading, Writing, Math, Science and Technology. The work of the corporation focuses on providing tutoring, mentoring and education to underperforming students in the above subject areas. Our highly trained tutors will focus on increasing academic achievement of students by using high quality, scientific, researched based, tutoring curricula. Intergenerational activities will be centered for child only, adult only, adult and child.
2. To provide encouragement, support, and programs that connect families, schools and communities, enabling them to reach high standards. To increase parental involvement in schools and launching parenting initiatives that will help them to become full partners in their children's education. To involve parents, grandparents, caregivers, guardians and advocates in the Comer philosophy. The Comer philosophy encourages improving the physical, cognitive, social, ethical emotional, psychological and academic development and outcomes of children.
3. To work in partnership with underperforming schools while providing support to teachers, administrators and stakeholders. To assist these schools in meeting the goals of the NO CHILD LEFT BEHIND ACT (NCLB) including the goal of every student reading, doing math and science AT OR ABOVE grade level by the year 2014. To provide support, guidance and tutoring to students in preparation for all state assessments tests including but not limited to FCAT, SAT and NRI.
4. To collaborate, provide support and monitor all Supplemental Education Services (SES) providers in the delivery of tutoring services. To provide outreach, education and assistance to parents about making the best choice about the state's Supplemental Educational Services Program.

5. To provide high quality, comprehensive, and effective training to volunteers, communities, corporations and college students while involving them in the volunteerism of the MIAMI READS FAMILY LITERACY PROGRAM INC.

6. To work in collaboration with schools, administrators, local law enforcement and stakeholders to improve the quality, health and safety of the community and schools.

7. To receive private and public grants in order to administer the above programs. To actively seek grants for specific programs to further the purposes of this Corporation.

8. To lessen the burdens of government, lessen neighborhood tensions, eliminate, prejudice, eliminate discrimination, and combat community deterioration.

9. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

10. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

11. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX - 501(c)(3) LIMITATIONS

- 1. CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue tax law.
- 2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- 3. NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- 4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 5. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

provided by the By-Laws.

ARTICLE XI - DESIGNATION REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted.

Miami Reads Family Literacy Program Inc. desiring to organize or qualify as a not-for-profit corporation under the laws of the State of Florida hereby designates Mrs. Sandra Hodges, as its registered agent to accept services of process within the State of Florida, and the address of its registered office shall be 19380 Collins Avenue (PH 21), Sunny Isles Beach, FL 33160.

April 15, 2008

Sandra Hodges
Sandra Hodges

EXECUTION: Having been designated as registered agent for MIAMI READS FAMILY LITERACY PROGRAM, INC in the foregoing Articles of Incorporation, I, on behalf of MIAMI READS FAMILY LITERACY PROGRAM, INC. a not-for-profit corporation, at the place designated in this certificate, I hereby agree to accept appointment as registered agent of the said corporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The incorporator on this April 15 2008, hereby executes these Articles of Incorporation

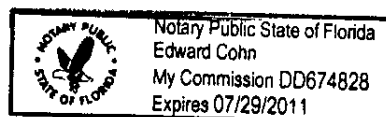
Sandra Hodges
Sandra Hodges

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day, before me, as officer duly authorized in the state of Florida, personally appeared SANDRA HODGES who is either personally known to me well known or who produced a valid Florida Driver's license No. 11 to be the same directed in and who executed these Articles of Incorporation as incorporator of Miami Reads Family Literacy Program Inc. and acknowledges the articles to be the act and deed of the subscriber and the facts set forth therein are true.

WITNESS my hand and seal at Miami-Dade County, Florida, and this 15 day of April 2008.

NOTARY PUBLIC



SECRETARY OF STATE
TAMM HASSLET, FLORIDA

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