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EP 1/21/10

ARTICLES OF INCORPORATION
LOVING CHILDREN LOVING BOOKS, INC.

FILED
10 JAN 20 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

PALM BEACH COUNTY

BE IT KNOWN, that on the 1~~5~~th day of January, 2010, before me, a Notary Public in and for the State of Florida personally came and appeared the undersigned person(s) of full age of majority whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that availing him/her of the provisions of Chapter 617, Florida Statutes, as amended, he/she does hereby organize a non-profit corporation under and in accordance with these Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

LOVING CHILDREN LOVING BOOKS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal administrative location shall be:

730 Greensward Court
Suite 103, Building J
Delray, Florida 33445

ARTICLE III - PURPOSE

Loving Children Loving Books, Inc. is organized for charitable purposes and to carry on the following primary and specific objectives:

- a. The primary purpose is to globally distribute and lovingly place a book in the hands of every child.
- b. Research areas that have literacy needs and identify missionaries that support education to teach the languages and reading skills to children.

- c. Be an ambassador for uniting children of the world one book at a time by firmly establishing in boys and girls that reading is an individual and community effort with long-term positive impacts.

ARTICLE IV – BOARD MEMBERS AND OFFICERS MANNER of ELECTION

The manner of electing board members and officers shall be indicated and authorized in the adopted by-laws.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

- A. The names of the first directors and addresses are as follows:

Carrol Beaver, Chairperson
P. O. 2105
Nom Penh3, Cambodia

Ian Edmonson, Treasurer
334 South Ocean Trace
St. Augustine, FL 32080

JoAnne Sabato, Secretary
309 East Ocean Avenue #103
Lantana, FL

- B. The number, qualifications, terms of office, manner of election, compensation, powers and duties of the commissioners, the time place and manner of calling, giving notice of and conducting commissioner's meetings and the number of commissioners which shall constitute a quorum shall be prescribed in the by-laws.
- C. The terms "commissioner" and "board of commissioners" shall be read to be analogous of the terms "director" and "board of directors".

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The full name and postal address of its registered agent is:

Donna Gogreve
2374 NW 32nd Street
Boca Raton, Florida 33431

ARTICLE VII – INCORPORATOR

The full name and postal address of the incorporators of this organization is as follows:

Inez Fleming
730 Greensward Court, Suite 103, Building J
Delray, Florida 33445

Donna Gogreve
2374 NW 32nd Street
Boca Raton, FL 33431

Aramynta West
4899 Pineview Circle
Delray Beach, FL 33445

ARTICLE VIII – NATURE OF THE CORPORATION

Loving Children Loving Books, Inc. is a non-profit, non-member corporation organized under the laws of the State of Florida.

ARTICLE IX – DURATION

Loving Children Loving Books, Inc. shall enjoy cooperative existence perpetually.

ARTICLE X – BASIS OF ORGANIZATION

This corporation shall be organized without capital stock and is designated as a "non-member" corporation. The founders Inez Fleming, Donna Gogreve, and Aramynta West shall hold a permanent position on the Board of Directors, as well as on the Executive Committee of the corporation and as upper-management employees.

ARTICLE XI – DUES AND ASSESSMENTS

All matters pertaining to dues and assessments and the enforcement of same shall be regulated by the Board of Directors of the corporation.

ARTICLE XII –BY LAWS

The Board of Directors shall have authority to make and alter by-laws, including, but not limited to, the right to make or alter by-laws fixing their qualifications, classification or term of office, or fixing or increasing the compensation for services rendered to the corporation. However, the Board of Directors shall not have the authority to alter or revoke the permanent positions of Inez Fleming, Donna Gogreve, and Aramynta West .

ARTICLE XIII – LIABILITY OF MEMBERS & OFFICERS

No member or officer shall be personally liable for the obligations of the corporation. The corporation shall provide liability insurance coverage for all acting members of the Board of Directors.

ARTICLE XIV

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax law.

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

ARTICLE XV

No part of the net earnings of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for corporation affecting one or more of its purposes, and no director and/or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XVI

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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE XVII - DISSOLUTION

Upon the liquidation or dissolution of Loving Children Loving Books, Inc., after payment of all of the liabilities of the corporation, or due provision therefore, all of the assets shall

be disposed of pursuant to Florida provision of Section 501c3 of the Internal Revenue code or to other organizations with similar purposes and similar tax exemptions

THIS DONE AND SIGNED, in triplicate, at my office in the STATE OF FLORIDA aforesaid on the day, month, and year hereinabove set forth, and in the presence of the undersigned competent witnesses and me, after due reading of the whole.

WITNESSES:

[Signature]

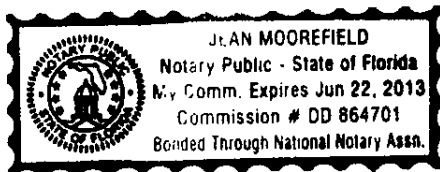
INCORPORATORS:

[Signature]
Inez Fleming
[Signature]
Donna Gogreve
[Signature]
Aramynta West

Sworn and Subscribed to before

Me on the 15th day, JANUARY, 2010 ^{PM}, ~~2008~~ first above set forth

[Signature]
NOTARY



STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF

LOVING CHILDREN LOVING BOOKS, INC.

I hereby accept the appointment as registered agent 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.



Donna Gogreve (signature of registered agent)

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