

Division of Corporations

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TUNEIN TO LEARNING, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TUNEIN TO LEARNING, INC.**

Doc #: N11000005202

These Amended and Restated Articles of Incorporation of TUNEin to Learning, Inc., a Florida not for profit corporation (the "Corporation"), dated as of December 26, 2018, are being duly executed and filed by Charles A. Franzblau, its Executive Director, to amend and restate the Corporation's original articles of incorporation, which were filed on May 26, 2011. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation shall be: Sing Out and Read, Inc. The principal place of business and mailing address are: 5401 Hangar Court, Tampa, FL 33634.

ARTICLE II

Terms of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, but not limited to, improving literacy levels by helping students advance to read at their appropriate grade level using singing as a critical part of the learning process.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV
Registered Office and Agent

The street address of the registered office of the Corporation is 5401 Hangar Court, Tampa, FL 33634, and the name of its registered agent at such address is Charles A. Franzblau.

ARTICLE V
Directors

The number of directors and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors.

ARTICLE VI
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE VII
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE VIII
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE IX
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of TUNEin to Learning, Inc. (1) were approved by the directors as of December 26, 2018, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 26th day of December, 2018.

TUNEin to Learning, Inc.

By: 

Name: Charles A. Franzblau

Title: Executive Director