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**FLORIDA PROFIT/NON PROFIT CORPORATION  
EARLY CHILDHOOD MATH DEVELOPMENT  
FOUNDATION, INC.**

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ARTICLES OF INCORPORATION  
OF  
EARLY CHILDHOOD MATH DEVELOPMENT FOUNDATION, INC.  
a Florida Not For Profit Corporation

In compliance with the provisions of Chapter 617, Florida Statute, the undersigned, for the purpose of forming a corporation not-for-profit, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the corporation shall be EARLY CHILDHOOD MATH DEVELOPMENT FOUNDATION, INC. (hereinafter the "Corporation" or "ECMDF"), and the principal office shall be at 18002 Richmond Place Drive, Unit 1824, Tampa, Florida 33647.

ARTICLE II DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III PURPOSES

The Corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The more specific purposes of the Corporation are to encourage children to participate in supplemental math education.

ARTICLE IV POWERS

The Corporation shall have all of the powers now provided or which may hereafter be provided for not for profit corporations by the laws of the State of Florida, and is empowered to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III.

ARTICLE V LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation, if any, shall inure to the benefit of, or be

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- distributed to, any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation to any person or organization for services rendered to the Corporation, to make reimbursement for reasonable expenses incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles;
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
  3. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as now enacted or hereafter amended. The Corporation shall not be empowered to do any act or thing which would cause it to lose its status as a not for profit corporation under the laws of the United States or of the State of Florida.

#### ARTICLE V MEMBERSHIP

The Corporation shall have members with such qualifications, classes, relative rights, and limitations as set forth in the Bylaws.

#### ARTICLE VI BOARD OF DIRECTORS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of directors on the Board of Directors from time to time shall never be less than three (3) nor more than fifteen (15). The qualifications, election or appointment procedures, terms of service, powers and duties of the Directors and Officers of the Corporation shall be governed by the Bylaws.

The initial director(s) include the following:

Name: MALFORD NORMAN BUSTER  
Address: 18002 Richmond Place Drive, Unit 1824, Tampa, Florida 33647  
Title: President / Treasurer / Secretary

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## ARTICLE VII BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or repealed by the Board of Directors in the manner provided for in the Bylaws.

## ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a two-thirds (2/3) vote of the directors present at a meeting of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments..

## ARTICLE IX DISSOLUTION

Upon any dissolution of the Corporation under the laws of the State of Florida for not for profit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended and which further the purposes for which the Corporation was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Corporation. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

## ARTICLE X INDEMNIFICATION

Every Director, Officer and employee of the Corporation shall be indemnified by the Corporation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of the Corporation, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, officer or employee may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, officer or employee is not entitled to be indemnified by the Corporation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Corporation to indemnify a Director, officer or employee or to make advances to a Director, officer or employee shall be final and shall not be subject to judicial review. The

foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, Officers and employees so that the Corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Corporation.

#### ARTICLE XI REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is Law Offices of Han-Ralston, PLLC, 8907 Regents Park Dr., Suite 390, Tampa, Florida, 33647, and the name of the initial registered agent of the Corporation at such address is Hongling Han-Ralston, subject at all times to the right of the Corporation to change either or both the registered office and the registered agent of the Corporation in the manner provided by the laws of the State of Florida from time to time.

#### ARTICLE XII INCORPORATOR

The name and address of the incorporator of the Corporation is: Law Offices of Han-Ralston, PLLC, 8907 Regents Park Dr., Suite 390, Tampa, Florida, 33647.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 12 day of March, 2015.

Law Offices of Han-Ralston, PLLC

By: Hongling Han-Ralston Managing Member  
Hongling Han-Ralston

#### Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the EARLY CHILDHOOD MATH DEVELOPMENT FOUNDATION, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Hongling Han-Ralston

Date: March 12, 2015

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