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**FLORIDA PROFIT/NON PROFIT CORPORATION
LITERACY MATTERS FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
LITERACY MATTERS
FOUNDATION, INC.,
a Florida corporation not for Profit**

The undersigned, acting as incorporator of **LITERACY MATTERS FOUNDATION, INC.**, under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Literacy Matters Foundation, Inc., (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATION

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

Todd Zoellick, J.D.
1930 N.E. 2nd Avenue, #L105
Wilton Manors, Florida 33305

ARTICLE IV

PURPOSE

(a) The Corporation is organized and shall be operated exclusively for charitable, and community purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for

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such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the charitable, and community purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

The Corporation's purpose is to primarily to promote literacy and encourage reading one student at a time. The Corporation believes that not only should every child learn to read but every child should have their own books to practice and promote reading. It is the Corporation's goal to ensure that children have an opportunity to have at least one book that they can call their very own. The Corporation will strive to accomplish this goal by raising funds from foundation grants and/or gifts, corporate donations and individual contributions to put books in the hands of children across the country. The Corporation will solicit applications from Title I schools and other education organizations in both urban and rural communities to acquire books for their students in need. Once a school or organization has been identified and accepted by the Corporation, early readers and students learning to read at the school will each receive a copy of a book specifically designed to help propel new readers forward in their reading skills. What makes the Corporation unique is that in addition to providing books for the students, the Corporation will offer to arrange for the author of the books to spend a day (or portion of a day) onsite at the school or with the organization. The Corporation and the author will work with the school or organization to integrate the author into a learning experience for the students. These learning experiences could include book readings, book signings, creative writing sessions, developing artwork for stories, active listening lessons, among others. Not only will the students receive their own copy of a book, but they will also meet the author through an engaging and fun learning experience. The Corporation will facilitate the distribution of books to students who need them most and access to authors to engage students in their leaning.

Providing books to students in need is the primary purpose of the Corporation. However, in addition to providing books for students, it is important that adults have tools to promote and teach literacy to children. The Corporation will develop and provide free of charge (through its website and dissemination lists) curriculum and tools for teachers and parents to provide support for their students. This information will be readily available to anyone looking for resources and will have a graduated framework for teaching literacy at all levels for early readers. Title I schools and school districts often pay thousands of dollars for curriculum to utilize for teaching literacy. It is a goal of Corporation to provide superior curriculum at no cost. Additionally, parents and other adults looking for resources to work with children who are struggling readers will have access to resources to support children outside of the classroom.

Charitable activities will include fund raising through events, grants, public and institutional support through corporate sponsorships.

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ARTICLE V**ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI**DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, or community purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations then in existence at such time that qualify as exempt organizations under Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) nor more than ten (10). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the

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Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Todd Zoellick, J.D.	1930 N.E. 2 nd Avenue, #L105 Wilton Manors, Florida 33305
Dr. Joseph Wise	1720 N. Paulina Chicago, Illinois 60622
Brian Cheney	1255 S. Michigan Avenue, PH12 Chicago, Illinois 60605
Tom McDowell	616 North Longview Place Longwood, Florida 32779

ARTICLE VIII

OFFICERS

The names and addresses of the initial officers are as follows:

<u>Name</u>	<u>Address</u>
Todd Zoellick, J.D. (President)	1930 N.E. 2 nd Avenue, #L105 Wilton Manors, Florida 33305
Brian Cheney (Secretary)	1255 S. Michigan Avenue, PH12 Chicago, Illinois 60605

ARTICLE IX

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director,

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officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE X

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 XI

BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

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ARTICLE XIII

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Ronald R. Fieldstone, Esq., c/o Arnstein & Lehr LLP, 200 South Biscayne Boulevard, Suite 3600, Miami, FL 33131.

ARTICLE XIV

PRINCIPAL OFFICE ADDRESS

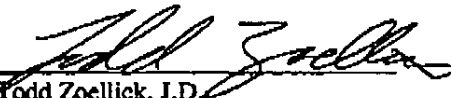
The initial principal office of the corporation shall be located at 1930 N.E. 2nd Avenue, #L105, Wilton Manors, Florida 33305.

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Signatures on succeeding page

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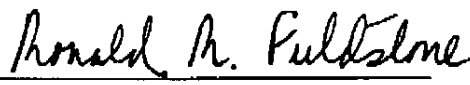
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 4th day of November, 2015, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


Todd Zoellick, J.D.
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Literacy Matters Foundation, Inc., in the foregoing Articles of Incorporation, I, on behalf of Literacy Matters Foundation, Inc., a Florida not-for-profit corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

LITERACY MATTERS FOUNDATION, INC.

By: 
Ronald R. Fieldstone, Esq.
as Registered Agent