

**Electronic Articles of Incorporation
For**

N18000002397
FILED
March 01, 2018
Sec. Of State
sprather

ZEARN INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ZEARN INC.

Article II

The principal place of business address:

261 W 35TH ST
15TH FLOOR
NEW YORK, NY. US 10001

The mailing address of the corporation is:

261 W 35TH ST
15TH FLOOR
NEW YORK, NY. US 10001

Article III

The specific purpose for which this corporation is organized is:

ZEARN IS AN EDUCATION TECHNOLOGY NON-PROFIT THAT OFFERS K-5 MATH CURRICULUM TO STUDENTS AND TEACHERS FREE OF CHARGE. TO SUPPORT OUR MISSION OF MAKING MATH ACCESSIBLE TO ALL, WE ALSO OFFER PAID PRODUCTS TO SCHOOLS AND DISTRICTS.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL. 33324

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: CARLINE SMITH

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Article VI

The name and address of the incorporator is:

SHALINEE SHARMA
261 W 35TH ST
15TH FLOOR
NEW YORK, NY 10001

Electronic Signature of Incorporator: SHALINEE SHARMA

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
SHALINEE SHARMA
261 W 35TH ST - 15TH FL
NEW YORK, NY. 10001 US

Title: DIR.
NORMAN ATKINS
261 W 35TH ST - 15TH FL
NEW YORK, NY. 10001 US

Title: DIR.
ROBERT KARR
261 W 35TH ST - 15TH FL
NEW YORK, NY. 10001 US

Article VIII

The effective date for this corporation shall be:

03/01/2018