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FLORIDA PROFIT/NON PROFIT CORPORATION
GINGERBREAD LITERACY FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
GINGERBREAD LITERACY FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation)

THIS IS TO CERTIFY that the undersigned presents these Articles of Incorporation to incorporate a not-for-profit corporation pursuant to the 2022 Florida Statutes ("FS") §617.0202.

FIRST: That the incorporator, Thomas S. DeSimone, 136 Lakeshore Drive, Apt 312, North Palm Beach, Florida 33408, an adult over eighteen (18) years of age, does hereby declare the intention of forming a corporation under and by virtue of the general laws of the State of Florida authorizing the formation of corporations.

SECOND: The name of the corporation is the Gingerbread Literacy Foundation, Inc. (the "Corporation").

THIRD: The street address and mailing address of the principal office of the Corporation in the State of Florida is 136 Lakeshore Drive, Apt 312, North Palm Beach, Florida 33408.

FOURTH. The Corporation's designated resident agent is Cogency Global Inc. The registered office of the Corporation in Florida is 115 N Calhoun Street, Suite 4, (Leon County), Tallahassee, Florida 32301.

FIFTH. The Corporation shall have no members. Accordingly, all authority which would otherwise be vested in, and may be exercised by the members, shall be vested in the Board of Directors of the Corporation acting as such. Nothing in these Articles or the Bylaws shall be interpreted as requiring the Board of Directors to meet, vote, or otherwise act separately as members of the Corporation in order to exercise powers which would, if there were members of the Corporation, be vested in the members.

SIXTH: The Corporation has no authority to issue capital stock.

SEVENTH. The powers of the Corporation shall be exercised, and its affairs conducted, by a board of directors who shall be elected in the manner provided for from time to time in the bylaws of the Corporation. The initial directors of the Corporation are three (3) which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall not be less than three (3) as required by law, FS §617.0803. The initial directors shall act until successor(s) are duly and qualified or until earlier resignation, removal from office, or death. The directors shall elect their successors. The names and addresses of the initial directors who shall act until the first meeting of the board of directors are:

Thomas S. DeSimone	136 Lakeshore Drive, Apt 312 North Palm Beach, Florida 33408
Michael A. DeSimone	115 Lakeshore Drive, Apt 1147 North Palm Beach, Florida 33408
Barbara K. DeSimone	115 Lakeshore Drive, Apt 1147 North Palm Beach, Florida 33408

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EIGHTH. (a) The Corporation shall be organized and operated exclusively for charitable, religious, cultural, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, or corresponding provisions of any future United States revenue law (the "Code") and will seek 501(c)(3) tax-exempt status from the Internal Revenue Service. The purpose for which the Corporation is formed is to provide scientifically aligned literacy curriculum to improve literacy outcomes for disadvantaged students, and to undertake any other acts that an organization qualifying under Section 501(c)(3) is permitted to take.

(b) The Corporation may perform other activities permitted corporations under the Florida Statutes, to the extent such activities are permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Section 170(c)(2) of the Code. In furtherance thereof, the Corporation shall have all the general powers enumerated in FS §617.0302, or any additional section applicable to the powers of a corporation, as now in effect or as may hereafter be amended, and may receive property by donation, gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, either directly or through contributions by any charitable organization or organizations, exclusively for charitable, religious, cultural, scientific or educational purposes, and to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Florida, except as the same may be limited by Section 501(c)(3) of the Code.

NINTH. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, other private persons, or any director of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article Eighth hereof.

(b) 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 publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, or which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or the corresponding section of any future federal tax code.

(d) During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Board must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business

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holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

TENTH. In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to such organization(s) organized and operated exclusively for charitable, religious, cultural, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code whose organizational purposes are in harmony with that of this Corporation as set forth in these Articles of Incorporation as the Board of Directors shall determine., or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer, or any other private individual.

ELEVENTH. To the maximum extent that Florida law, in effect from time to time, permits the liability of directors and officers to be limited or eliminated, no director or officer of the Corporation shall be liable to the Corporation for monetary damages, provided that such relief from liability shall not apply in any instance where such relief is inconsistent with the provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

TWELFTH. (a) To the maximum extent permitted by the laws of the State of Florida in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was a director or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a director or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding). Such indemnification shall not apply in any instance where the same is inconsistent with the provisions of the Code applicable to corporations described in Section 501(c)(3) of the Code.

(b) To the maximum extent permitted by the laws of the State of Florida in effect from time to time, and subject to compliance with any procedures and other requirements

prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, or other employee benefit plan, may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including, but not limited to, attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding). Such indemnification shall not apply in any instance where the same is inconsistent with the provisions of the Code applicable to corporations described in Section 501(c)(3) of the Code.

(c) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or Charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

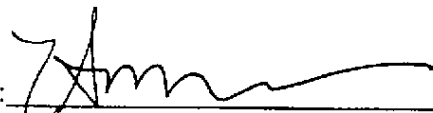
(d) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer or director of the Corporation may be entitled apart from the provisions of this Article.

THIRTEENTH. The duration of this Corporation shall be perpetual.


[Signatures appear on the following page]

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IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 18th day of May, 2023, and acknowledge the same to be my act and deed.

By: 
Thomas S. DeSimone, Incorporator

COGENCY GLOBAL INC. hereby accepts the designation as resident agent for the Gingerbread Literacy Foundation, Inc. in the State of Florida.

By: 
Name/Title: Sheila Carroll, Assistant Secretary

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