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NAME: FLORIDA READING ASSOCIATION, INC.

AUDIT NUMBER.....H98000007232

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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**ARTICLES OF INCORPORATION
OF
FLORIDA READING ASSOCIATION, INC.
(A Corporation Not For Profit)**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the provisions of the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Florida Reading Association, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business, location and mailing address of this corporation shall be:

Post Office Box 730787
Ormond Beach, Florida 32173-0787

Prepared by and return copy to:
C. Scott Hester, Esquire
13843 Longs Landing Road East
Jacksonville, Florida 32225
Telephone No. (904) 221-3429
Fax No. (904) 221-3430
Florida Bar No. 398098

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ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this not-for-profit corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

(1) Transact any and all lawful business, including but not limited to operation of a not-for-profit business concerned with the sole purpose of furthering the improvement of reading. It is the desire of said institution to become incorporated under the laws of Florida as a not-for-profit corporation. Said institution may hold property and transact business which is necessary in its endeavor to accomplish the following stated purposes, among others:

(a) To improve the quality of reading instruction at all levels by:

1. encouraging the study of the nature of the reading process,
2. stimulating and promoting research dealing with all aspects of reading,
3. acting as a clearinghouse for information relating to reading,
4. encouraging the development of high quality teacher education programs, both preservice and inservice, and
5. sponsoring conferences and meetings.

(b) To develop an awareness of the impact of reading among all individuals by:

1. encouraging the development of worthwhile reading tastes and permanent interests in reading,
2. promoting the formation of lifetime habits of reading, and
3. developing an appreciation of the value of reading.

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(c) To promote the development among all individuals a level of reading proficiency that is commensurate with each individual's unique capacity.

(d) To be actively involved with legislative matters that deal directly with the goals of this institution.

(2) Said corporation shall further have powers:

To receive gifts and contributions;

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes and objects of the corporation and not for pecuniary profit;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend,

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pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make or alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

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To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes

- (3) The purposes for which this organization is organized are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or any future United States Internal Revenue law. Upon dissolution of the organization, assets shall be distributed to the International Reading Association after payment of debts or provisions therefore, or, if not allowable, for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, 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, in the country in which the principal office of the organization is then located, exclusively for such purpose.

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ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

C. Scott Hester, Esquire
13843 Longs Landing Road East
Jacksonville, Florida 32225

ARTICLE VI

The business affairs of the said corporation shall be managed by the Board of Directors, or by an Executive Committee, as may be provide in the By-Laws. The initial board of directors shall consist of a total of seven (7) persons and the name and address of the persons who are to serve as an initial directors are:

President	Priscilla L. Griffith 8503 Angler's Pt. Dr. Tampa, FL 33637
Vice-President	Lois Mautte 6790 32nd Ave., North St. Petersburg, FL 33710
Vice-President-elect	Margaret Janz 1161 Peachtree St. Jacksonville, FL 32207
Past President	Evelyn Florence 6121 Weeping Willow Way Tallahassee, FL 32311
International Reading Association State Coordinator	Ellen Supran 10810 SW 72nd St, No. 164 Miami, FL 33173

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Treasurer

Sue Patton
10013 Leisure Lane, North
Jacksonville, FL 32256

Recording Secretary

Diane Reese
4111 Central Ave.
Tampa, FL 33603

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

C. Scott Hester, Esquire
13843 Longs Landing Road East
Jacksonville, Florida 32225

The undersigned has executed these Articles of Incorporation this
10th day of April, 1998.

C. Scott Hester
C. Scott Hester, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

First that FLORIDA READING ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the articles of incorporation, has named C. SCOTT HESTER, ESQUIRE located at 13843 Longs Landing Road East, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature C. Scott Hester
C. Scott Hester, Esquire,
Registered Agent

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