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*N98000006760*

JOHN P. FRAZER  
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\* THOMAS J. TRASK

\* FREDERICK B. RUSHING

December 7, 1998

100002714681--9  
-12/17/98-01068-005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Amendment to Articles of Incorporation of  
Erasmus Read for Life Foundation, Inc.

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation and Registered Agent Acceptance for the above corporation and a check for \$43.75 for filing of the same. Please return a certified copy of these amended articles.

Thank you for your assistance with this matter.

Yours truly

*[Signature]*  
John G. Hubbard  
cm

Enclosures

FILED  
99 JAN 11 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend NC*

JAN 7 1999



Attorneys At Law

JOHN P. FRAZER  
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January 8, 1999

Department of State  
Division of Corporations  
Attention: Thelma Lewis  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Erasmus Read for Life Foundation, Inc.  
Letter Number: 199A00000326**

Dear Ms. Lewis:

Enclosed is the revised Amended Articles of Incorporation for the above-referenced entity.

As instructed in your letter, we changed the title to reflect the original corporation name. The name change is reflected in Article I. We have changed Article VIII to reflect that the individuals listed were not the **initial** directors. However, in Article XIV, the registered office and agent are those initially identified in the Articles of Incorporation.

I would appreciate your processing these Amended Articles and returning a certified copy to my attention.

Thank you for your attention to this matter.

Yours truly,

  
John G. Hubbard  
cm

Enclosures

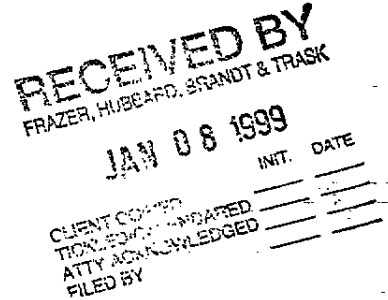


FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 5, 1999

JOHN G. HUBBARD, ESQ.  
FRAZER, HUBBARD, BRANDT & TRASK, P.A.  
P. O. BOX 1178  
DUNEDIN, FL 34698

SUBJECT: ERASMUS READ FOR LIFE FOUNDATION, INC.  
Ref. Number: N98000006760



We have received your document for ERASMUS READ FOR LIFE FOUNDATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 199A00000326

**AMENDED ARTICLES OF INCORPORATION  
OF  
ERASMUS READ FOR LIFE FOUNDATION, INC.  
A Corporation Not For Profit**

FILED  
99 JAN 11 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Erasmus Read for Life Foundation, Inc., a corporation not for profit, originally filed with the Secretary of State, State of Florida on the 30th day of November, 1998, are amended in their entirety to read as follows:

**ARTICLE I**

The name of this corporation shall be **Erasmus: Read for Life Foundation, Inc.**

**ARTICLE II**

The principal place of business of the corporation shall be 1964 Bayshore Boulevard, Dunedin, FL 34698.

**ARTICLE III**

The purposes for which this corporation is organized are for educational and cultural purposes within the meaning of section 501(c)(3) Internal Revenue Code (as amended) specifically as follows:

- A. To direct elementary and middle school-aged children toward quality literature.
- B. As the primary activity of the corporation, to provide entire sets of Newbery and Caldecott Medal-winning books to schools and public libraries.
- C. To provide funds for special bookcases to blend in with the individual library's decor and to provide individual awards in the form of certificates, plaques and ribbons in public schools and public libraries; including a program that any student who reads all of the medal-winning books before completing the eighth grade will have his/her name engraved on a permanent plaque that will be displayed on the wall of the public library or school library.
- D. To donate Newbery Medal-winner sets or Caldecott Medal-winner sets "in honor of" or "in memory of" various individuals significant to the local school or library.
- E. To exercise those powers granted to corporations not for profit as stated in Section 617 Florida Statutes and for all and any other lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida.

**ARTICLE IV**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one

or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

B. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions on any subsequent federal tax laws.

E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (as amended), or corresponding provisions on any subsequent federal tax laws.

F. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (as amended), or corresponding provisions on any subsequent federal tax laws.

G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (as amended) or corresponding provisions on any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (as amended) and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

## ARTICLE V

This corporation shall have perpetual existence, unless and until legally dissolved.

## ARTICLE VI

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to a corporation not for profit located in Pinellas County, Florida, if said corporation's primary purpose is to support activities substantially similar to the primary activities for which this corporation was

established and if said corporation is then in existence and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If there is no such corporation then in existence, or if it is not then so qualified, then the remaining assets of this corporation shall be distributed to the City of Dunedin Public Library, Dunedin, Florida.

#### ARTICLE VII

A. The affairs, property, operations and business of this corporation shall be managed and controlled by the Board of Directors. There shall be no members of this corporation, and the Directors shall have the sole voting power. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members. The appointment and election of members of the Board of Directors, as well as the term of office and eligibility for multiple terms, shall be determined under the Bylaws of this corporation.

B. The members of the Board of Directors shall have no rights, title or interests whatsoever in the corporation's income, property or assets nor shall any portion of such income, property or assets be distributed to any Director upon the dissolution or winding up of this corporation. Members of the Board of Directors shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessments.

C. Members of the Board of Directors shall be appointed by the affirmative vote of the majority of the remaining Directors even though the remaining Directors constitute less than a quorum or by the sole remaining Director, as the case may be; or, if the vacancy is not so filled or if no Director remains upon the application of any person by the Circuit Court of Pinellas County, Florida.

D. Any Director may be removed from the Board of Directors by the affirmative vote of the remaining Directors in the manner set forth for the filling of a vacancy on the Board of Directors.

#### ARTICLE VIII

The following individuals shall serve as the Board of Directors of the corporation:

Gail O'Connor  
501 E. Bay, Apt. 904  
Largo, FL 33770

Ralph Holjes  
1964 Bayshore Blvd.  
Dunedin, FL 34698

Janice Metz  
1 Winston Drive  
Belleair, FL 33756

**ARTICLE IX**

All Officers of the corporation shall be appointed by the Board of Directors annually and shall remain in such office until removed by the Board of Directors or their successors are appointed.

**ARTICLE X**

The corporation shall have a President, Secretary and Treasurer and such other Officers as are described in its Bylaws who shall be appointed by the Board of Directors annually.

**ARTICLE XI**

The Bylaws of the corporation or the Board of Directors shall delegate to one of the Officers the responsibility for preparing Minutes of the Directors' meetings and for authenticating records of the corporation.

**ARTICLE XII**

The same individual may simultaneously hold more than one office in the corporation.

**ARTICLE XIII**

The following named Officers shall conduct the business of the corporation until the annual meeting or until such Officers are removed by the Board of Directors:

Gail O'Connor	President
Janice Metz	Secretary
Ralph Holjes	Treasurer

The Officers of this corporation shall have such duties, responsibilities and powers as provided in the Bylaws.

**ARTICLE XIV**

The name and residence address of the incorporator of these Articles of Incorporation is as follows:

Gail O'Connor  
501 E. Bay, Apt. 904  
Largo, FL 33770

**ARTICLE XV**

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law, except in relation to matters as to which the individual is finally adjudged in action, suit or proceeding to be liable for willful misconduct or fraud.

**ARTICLE XVI**

The Bylaws of the corporation shall be made, altered or amended by a majority vote of the Directors in favor of such amendment provided that written notice of the proposed amendment and a time for such meeting shall be given to such Board of Directors at least ten (10) calendar days prior thereto.

**ARTICLE XVII**

These Articles of Incorporation may be amended or restated at a meeting of the Board of Directors by a majority vote of the Directors then in office.

**ARTICLE XVIII**

There shall be no capital stock in this corporation.

**ARTICLE XXIV**

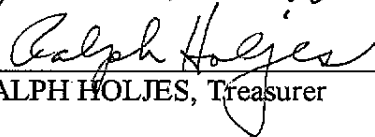
The initial registered office of the corporation shall be at 1964 Bayshore Blvd., Dunedin, FL 34698. The initial registered agent of the corporation at that address is Ralph Holjes.

The foregoing amendments to the Articles of Incorporation were adopted on the 8 day of December, 1998 by the Board of Directors of the Corporation. There are no members of the corporation.

IN WITNESS WHEREOF, the undersigned President, Secretary and Treasurer of the corporation have executed these Amended Articles of Incorporation, this 8 day of December, 1998.

  
GAIL O'CONNOR, President

  
JANICE METZ, Secretary

  
RALPH HOLJES, Treasurer



STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of December, 1998, by GAIL O'CONNOR, as President, who () is personally known to me or who has produced () a driver's license or \_\_\_\_\_ as identification.

*Christine J. McEntee*

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
CHRISTINE J MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453624  
MY COMMISSION EXP. APR. 18, 1999

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of December, 1998, JANICE METZ, as Secretary, who ( ) is personally known to me or who has produced () a FL driver's license or \_\_\_\_\_ as identification.

*Christine J. McEntee*

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
CHRISTINE J MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453624  
MY COMMISSION EXP. APR. 18, 1999

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of December, 1998, by RALPH HOLJES, as Treasurer, who () is personally known to me or who has produced ( ) a \_\_\_\_\_ driver's license or \_\_\_\_\_ as identification.

*Christine J. McEntee*

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
CHRISTINE J MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453624  
MY COMMISSION EXP. APR. 18, 1999

**CERTIFICATE**

**DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED: **ERASMUS: READ FOR LIFE FOUNDATION, INC.** desiring to organize  
or qualify under the laws of the State of Florida, with the principal place of business at 1964 Bayshore  
Blvd. in the City of Dunedin, Florida 34698, has named **Ralph Holjes** as its resident agent to accept  
service of process within Florida.

Signature: *Neil P. O'Connor*  
Title: *PRESIDENT*  
Date: *Dec. 8, 1998*

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the above-stated corporation, at the place  
designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Ralph Holjes*  
Date: *12-8-98*