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RETIRED

SAM J. DELL
(1992)

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GAINESVILLE, FL 32601

N99000003219

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/99--01057--007
*****70.00 *****70.00

Re: Books for Prisons of Florida, Inc.
A Corporation Not for Profit

Dear Sir or Madam:

Enclosed herewith are the original Articles of Incorporation for the captioned corporation, and a check in the amount of \$70.00 made to the order of the Secretary of State, which covers the filing fee of \$35.00 and \$35.00 for the Registered Agent Designation. I have also enclosed a copy of the Articles to be stamped and returned to us showing the filing date.

Please send the receipt acknowledging filing to the undersigned.

Sincerely,

Ellen R. Gershow

ERG/dcb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 1:02

SHARON

MAY 25 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 1:02

ARTICLES OF INCORPORATION
OF
BOOKS FOR PRISONS OF FLORIDA, INC.
(A Corporation Not for Profit)

We, the undersigned persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of this corporation is: Books for Prisons of Florida, Inc.

ARTICLE II

PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

The general nature of the objects and purposes of this corporation shall be:

1. To provide books to Florida prisons for use by inmates and for any other charitable or educational purpose as the Directors determine; and
2. To accept grants, gifts and bequests to support its purposes.

ARTICLE III

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. the number of Directors may be increased from time to time by the By-Laws, but shall never be less than three (3).

Section 2: Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3: The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--------------------------------------------------------------|
| Clifford L. Gionet | 2321-B N.W. 41 st Street Gainesville, FL 32606 |
| Peggy J. Pierstorff | 2321-B N.W. 41 st Street Gainesville, FL 32606 |
| Jason C. Gionet | 2321-B N.W. 41 st Street Gainesville, FL 32606 |

Section 4: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary

from time to time, and upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote by those members of the Board of Directors present at any regular meeting or any special called meeting for that purpose.

ARTICLE V

NON-PROFIT STATUS

Section 1: No part of the new earnings of the corporation shall inure to the benefit of any individual or member.

Section 2: The corporation shall not carry on propaganda or otherwise act to influence legislation.

Section 3: Notwithstanding any other provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

POWERS

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes set forth and not for pecuniary profit.

ARTICLE VII

MEETINGS

The annual meeting for the election of members of the Board of Directors shall be held as provided in the By-Laws.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation. 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.

ARTICLE IX

AMENDMENTS

Section 1: These Articles of Incorporation may be amended by a majority vote of the Board of Directors at a meeting called for that purpose.

Section 2: Amendments may also be made at a regular or special meeting of the membership upon notice given as provided in the By-Laws of intention to submit such amendment.

ARTICLE X

INITIAL RESIDENT AGENT AND OFFICE

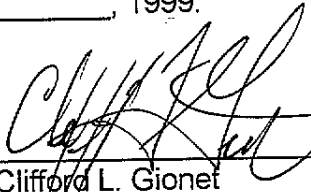
The street address of the initial registered office of the corporation is : 2321-B N.W. 41st Street, Gainesville, FL 32606; and the name of the initial registered agent of this corporation at that address is : Clifford L. Gionet. The principal office of the corporation is the same as the registered office.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the corporation is : Clifford L. Gionet, 2321-B N.W. 41st Street, Gainesville, FL 32606.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17TH day of MAY, 1999.



Clifford L. Gionet
Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17th day of May, 1999, by Clifford L. Gionet.

Peggy J. Pierstorff
Notary Public, State of Florida at Large



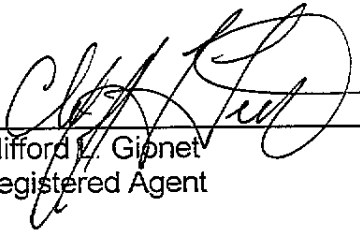
Print, Type or Stamp Commissioned Name of Notary Public
Peggy J. Pierstorff
MY COMMISSION # CC641943 EXPIRES June 23, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known OR Produced Identification _____
Type of Identification Produced:
 Current Florida Driver's License
 Other _____

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent for Books for Prisons of Florida, Inc., on whom process may be served in the State of Florida. I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 17th day of MAY, 1999.



Clifford L. Gionet
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 1:02