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Requestor's Name

THE NATIONAL CHILDRENS READING FOUNDATION  
(Helping America's Children Read)  
1935 - 32nd Ave  
Vero Beach, Florida 32960

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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☐ Walk in

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☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Lawrence Wilson Stanfield, M.S.  
1935-32nd Avenue Vero Beach, FL 32960  
Offices (361) 562-7389 Fax (361) 562-9040

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
THE NATIONAL ESSENTIAL EDUCATION DEVELOPMENTAL SYSTEM, INC.  
[NEEDS]**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I-NAME**

The name of the corporation shall be: **THE NATIONAL ESSENTIAL EDUCATION DEVELOPMENTAL SYSTEM, INC.**

The principal office and mailing address of this corporation shall be 1935-32nd Avenue Vero Beach, FL 32960 and/or P.O. Drawer 5349 Vero Beach, FL 32961-5349

**ARTICLE II-NATURE OF BUSINESS**

**The purposes for which the corporation is organized are the following:**

- A. To provide Montessori education for ages infant through high school in all major public school districts throughout the United States. Such Montessori education will be in the form of a national network of franchised schools and reading centers.
- B. To provide reading therapy for children with reading problems, dysfunctions and/or reading disorders through a franchised National Children's Reading Foundation (NCRF) network of reading centers utilizing the research and development of NCRF and its EASY READER Systems of reading programs and materials.
- C. To provide each school district community with educational reporting of public school policies, procedures, and programs and to critique each for effectiveness. Such reporting will be provided through printed media, radio talk shows, and community seminars.
- D. To provide national training for Montessori educators and/or for public and private school educators and volunteers in the effective implementation NCRF research based reading interventions and in the use of NCRF EASY READER System programs and materials.
- E. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- F. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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### ARTICLE III-CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock with a zero par value. Such shares share have a distribution as follows:

- A. **Sandy Huff Hamrick** shall receive 275,000 shares of the Corporate authorized stock as partial compensation for her time, energy, and personal investment pioneering the Treasure Coast Montessori School, a Montessori preschool located in Vero Beach, FL.
- B. **Lawrence Wilson Stanfield** shall receive 275,000 shares of the Corporate authorized stock as partial compensation for his personal creation and development of The EASY READER System and for his labors and personal investment as founder of The National Children's Reading Foundation in Vero Beach, FL.
- C. The remaining 450,000 shares of Corporate common stock shall be used at the discretion of the executive board of directors.
- D. At no time may the total aggregate amount of Corporate owned stock exceed 45% of the total amount in existence. Lawrence Wilson Stanfield and Sandy Huff Hamrick must maintain 55% of all Corporate owned and/or issued stock.

### ARTICLE IV-TERM OF EXISTENCE

This Corporation is to exist perpetually.

### ARTICLE V-DIRECTORS

The number of Directors constituting the initial Executive Board of Directors is two (2). The number may be decreased or increased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Sandy Huff Hamrick	2625 Atlantic Blvd. Vero Beach, FL
2. Lawrence Wilson Stanfield	1935-32nd Avenue Vero Beach, FL

Board members may receive reasonable salaries provided such salaries do not jeopardize the financial well being of the corporation. Any director who already holds or will hold a salaried position as an officer in the corporation may not be compensated with salary for the position of director.

### ARTICLE VI-TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interests or

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because such director or directors are present at the meetings of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such a contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such a relationship or interests is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which is authorized, approves or ratifies such contract or transaction.

## ARTICLE VII-RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's by-laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

## ARTICLE VIII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation. Such an appeal must be by a 100% approval vote of the eligible, qualified Directors of the Board who are in good standing with the Corporation and the state of Florida.

## ARTICLE IX- DESIGNATION OF REGISTERED AGENT

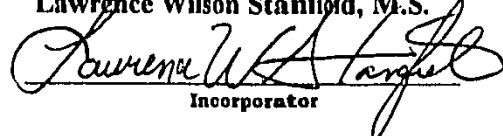
The Corporation designates Lawrence Wilson Stanfield as its Registered Agent within the state of Florida, whose registered office is located at the following address is 1935 32nd Avenue, Vero Beach, Florida 32960 and/or P.O. Drawer 5349 Vero Beach, FL 32961-5349

## ARTICLE X-INCORPORATOR

The name and address of the sole incorporator is Lawrence Wilson Stanfield, 1935-32nd Avenue, Vero Beach, FL 32960.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 1997.

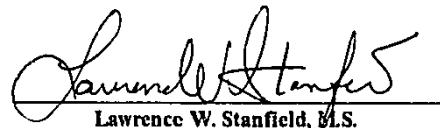
Lawrence Wilson Stanfield, M.S.

  
Incorporator

Lawrence Wilson Stanfield, M.S.  
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## ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT


Having been named to accept service of process for the above stated corporation, at the place designated, 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 obligations of Section 607.0501 Florida Statutes.

  
Lawrence W. Stanfield, M.S.  
(Registered Agent)

## STATE OF FLORIDA COUNTY OF INDIAN RIVER

The following instrument was acknowledged before me this 28<sup>th</sup> day of July, 1997, by Lawrence W. Stanfield, who is personally known to me or who has produced a Florida Driver's License as identification.

Seal

  
Notary Public, State of Florida  
My commission expires: 12/22/98  
My commission number is: CE419906



NANCY J. POWELL  
My Commission CC419906  
Expires Dec. 22, 1998  
Bonded by AAB  
800-852-6878

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