

ARTICLES OF INCORPORATION
OF
NATIONAL COALITION FOR LITERACY

FILE

MAR 24 2008

To: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
Washington, DC

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act.

ONE. Name. The name of the corporation is:

National Coalition for Literacy

TWO. Term. The term of duration is perpetual.

THREE. Purposes. The purposes for which the corporation is organized are to engage exclusively in charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("IRC"). Without limiting the generality of the foregoing, such purposes include but are not limited to:

(a) Promoting a comprehensive approach to adult literacy and English language development research and its dissemination and application;

(b) Increasing public awareness and understanding of adult literacy and English language development; and

(c) Fostering collaboration at the national level among public and private organizations promoting adult literacy and English language development.

FOUR. Restrictions. (a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operating for profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).

(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 directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC §501(a) as an organization described in IRC §501(c)(3), or by a corporation, contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2) or 2522(a)(2).

(d) The corporation shall not be authorized to issue capital stock.

FIVE. Board of Directors. The number and manner of election or appointment of the members of the board of directors shall be as provided in the bylaws, except that the number of said board members shall not be less than three. Members of the board need not be residents of the District of Columbia.

SIX. Management of Corporate Affairs. Management of the business and affairs of the corporation is vested in the board of directors, which shall use its best efforts to carry out in good faith the purposes of the corporation.

SEVEN. Powers. The corporation shall have and may exercise all of the powers conferred by the District of Columbia Nonprofit Corporation Act in pursuit of the purposes expressed in article THREE hereof. Without limiting the generality of the foregoing the corporation shall have power to sue and be sued, to own, take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property real, personal or mixed, wherever situated and however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens of the realty or personal property of the corporation; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings necessary, proper or incident to its needs and purposes; and to do any and all things incident to the carrying out of the objectives and purposes as stated and as limited herein, together with the power to solicit and accept grants and contributions for such purposes. The corporation shall have full powers of management, investment and reinvestment and the collection of all rents, revenues, issues and profits arising therefrom.

EIGHT. Members. (a) The corporation shall have voting members.

(b) The corporation is to be divided into such classes of members as the bylaws provide. The designation of each class of members, the manner of election or appointment, and the qualifications and rights of the members of each class (including conferring, limiting, or denying the right to vote) shall be as set forth in the bylaws.

NINE. Distribution on Dissolution. On dissolution or final liquidation, the board of directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the corporation distribute all of the assets of the corporation to one or more of the following categories of recipients, as the board of directors of the corporation shall determine:

(a) A nonprofit organization or organizations which may have been created to succeed the corporation, as long as such organization or each such organizations shall qualify as an organization described in IRC §501(c)(3); and/or

(b) A nonprofit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organization shall qualify as an organization described in IRC §501(c)(3).

TEN. Registered Office and Registered Agent. The address of the corporation's registered office in the District of Columbia is 2121 K Street, N.W., Suite 800, Washington, DC 20037, and the name of its registered agent at such address is Thomas Arden Roha, who is a resident of the District of Columbia.

ELEVEN. Initial Board of Directors. The number of directors constituting the initial board of directors is three, and the names and residence addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<i>Name</i>	<i>Address</i>
Dale P. Lipschultz	1421 N. Monroe Avenue River Forest, IL 60305
Noreen Lopez	2722 Franklin Court Alexandria, VA 22302
Marsha L. Tait	7650 Redcoat Circle Manlius, NY 13104

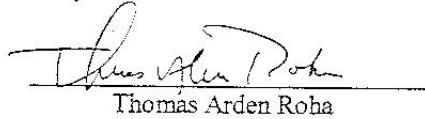
TWELVE. Internal Revenue Code. References herein to the IRC are to sections of the Internal Revenue Code of 1986 as amended as of the date of filing of these Articles of Incorporation or to corresponding provisions of any future United States internal revenue laws.

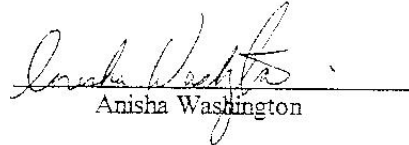
THIRTEEN. Incorporators. The names and addresses of the incorporators are the following:

<i>Name</i>	<i>Address</i>
Kendra Cooper	2121 K Street, N.W. Suite 800 Washington, DC 20037
Thomas Arden Roha	2121 K Street, N.W. Suite 800 Washington, DC 20037
Anisha Washington	2121 K Street, N.W. Suite 800 Washington, DC 20037

Date: March 13, 2003

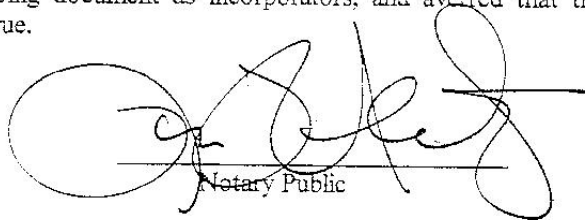

Kendra Cooper


Thomas Arden Roha


Anisha Washington

WASHINGTON)
DISTRICT OF COLUMBIA)

I, Susan L. Q. Flaherty, a Notary Public, hereby certify that on the 13th day of March, 2003, Kendra Cooper, Thomas Arden Roha, and Anisha Washington appeared before me and signed the foregoing document as incorporators, and averred that the statements therein contained are true.


Notary Public

[Notarial Seal]

My Commission Expires: February 28, 2008