

**ARTICLES OF INCORPORATION**

of

**GATEWAY MEDIA LITERACY PARTNERS, INC.**

**A Missouri Nonprofit Corporation**

The undersigned natural person of the age of eighteen (18) years or more and citizen of the United States, for the purpose of forming a not-for-profit corporation under the provisions of the Missouri Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is:

**Gateway Media Literacy Partners, Inc.**

**ARTICLE TWO**

The corporation is a Public Benefit Corporation.

**ARTICLE THREE**

The name and street address of the Registered Agent and Registered Office in the State of Missouri is:

Jessica Z. Brown  
35 Midpark Lane  
St. Louis, MO 63124

**ARTICLE FOUR**

The name and address of the incorporator is:

Name

Address

Paul R. Hales

Paul R. Hales, Attorney at Law, LLC  
City House in Grand Center  
3534 Washington Ave.  
St. Louis, MO 63103

## ARTICLE FIVE

The corporation does not have members.

## ARTICLE SIX

In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the corporation shall be conveyed or distributed only pursuant to the sections 355.661 through 355.746 of the Revised Statutes of Missouri and to such organization or organizations created and operated for non-profit purposes similar to those of the corporation as the board of directors may determine, provided that such organization or organizations qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law); or to a corporation, contributions to which are deductible under Section 170(c)(2) \*and Section 170(b)(1)(A)(i)\* of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

## ARTICLE SEVEN

The period of duration of the corporation is perpetual.

## ARTICLE EIGHT

The first, organizing Board of Directors shall be Jessica Z. Brown, Arthur Silverblatt and Steven Brawley.

## ARTICLE NINE

The purposes for which the corporation is organized are as follows:

- (a) The corporation is organized and shall be operated exclusively for non-profit charitable, scientific and educational purposes. The specific purposes for which the corporation is organized are:

1. to provide educational programs and services about the topic of Media Literacy which is defined as critical-thinking skills that enable individuals to decipher information presented through mass communications channels;
  2. to develop community partnerships and collaborations that will assist in the Media Literacy educational process;
  3. to develop educational programs and services that help to define and clarify the value of Media Literacy and the need for education about Media Literacy for educators and members of the general public;
  4. to provide support for Media Literacy education in the Metropolitan Region of St. Louis, Missouri and Illinois as well as on a national and international basis;
  5. to support research which will improve the understanding of Media Literacy.
- (b) The corporation is irrevocably dedicated to, and operated exclusive for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, 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 set forth herein. 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 participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).
- (c) Without in any way modifying the foregoing purposes and for the express reason of permitting the corporation to carry out the foregoing purposes, the corporation shall have all of the powers

allowed to a Missouri Nonprofit Corporation and without limiting any of its powers shall specifically have the following powers, all of which powers may be exercised only to prosecute and further its nonprofit purposes:

1. to receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations and restrictions thereof;
2. to sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;
3. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interest, or obligations;
4. to make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust to all or any of its property, franchises, and income;
5. to invest its funds, from time to time, in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.
6. to do any and all act or acts, thing or things, necessary to or incidental to the accomplishment of the purposes hereinbefore set forth, and generally to do any and all things not herein specifically enumerated which may tend to promote the purposes hereinbefore set forth, provided that such act or thing is permitted to corporations organized under the laws of the State of Missouri by the Missouri Nonprofit Corporation Act, and permitted under the Internal Revenue laws of the United States to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE TEN

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

IN AFFIRMATION of the facts stated above, I have hereunto set my hand on this 27<sup>th</sup> day of November, 2007.

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Paul R. Hales, Attorney at Law  
Incorporator