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TALLAHASSEE, FLORIDA

07 APR -5 PM 4:35

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Amend & Rest.

G. Cozzetta APR 16 2007

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 04/05/07

REF. #: 000163.66731

CORP. NAME: FLORIDA WEST COAST PUBLIC BROADCASTING, INC.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION
 OTHER:

STATE FEES PREPAID WITH CHECK# 520772 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2007

CORPDIRECT AGENTS, INC.

TALLAHASSEE, FL

SUBJECT: FLORIDA WEST COAST PUBLIC BROADCASTING, INC.
Ref. Number: 731207

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

We have received your document for FLORIDA WEST COAST PUBLIC BROADCASTING, 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):

We need the manner and date of adoption pursuant to the 617 Florida statutes.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 207A00023164

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

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Division of Corporations
Tallahassee, Florida

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 04/05/07

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

REF. #: 000163.66731

CORP. NAME: FLORIDA WEST COAST PUBLIC BROADCASTING, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
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Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA WEST COAST
PUBLIC BROADCASTING, INC.
A Non-Profit Corporation**

FILED
07 APR -5 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For the purposes of restating the Articles of Incorporation of Florida West Coast Public Broadcasting, Inc. (originally organized as *Florida West Coast Educational Television, Inc.* on August 3, 1956), a not for profit corporation formed on November 18, 1974 under the Florida Not-for-Profit Corporation Act, as amended (the "Act"), *Florida Statutes*, Chapter 617 (the "Corporation"). The undersigned member of the Board of Directors submits these Amended and Restated Articles of Incorporation to read in their entirety as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be *Florida West Coast Public Broadcasting, Inc.*, a corporation not for profit.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is at 1300 North Boulevard, Tampa, Florida 33607 and its mailing address is P.O. Box 4033 Tampa, Florida 33677-4033.

**ARTICLE III
PURPOSES**

The general nature and purpose of this Corporation shall be to promote the establishment and operation of a non-profit and non-commercial educational communication system or systems on the West Coast of Florida pursuant to the Rules and Regulations of the Federal Communications Commission governing non-commercial educational communication stations and to do all things incidental thereto or appropriate therefor. The Corporation shall have all the powers necessary or appropriate to accomplish these purposes

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3), contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, (the "Code") and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV
MEMBERSHIP

Any person who is interested in the purposes of this Corporation may become a member in one or more classes subject to the terms and conditions set forth in the Bylaws. Members shall have no vote on any matter pertaining to the Corporation.

ARTICLE V
DURATION

This Corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall consist of not less than three (3) members as set forth in the Bylaws to be elected by the Board of Directors at the times and for the terms provided in the Bylaws.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1300 North Boulevard, Tampa, Florida, 33607 and the name of the registered agent at such address is Richard M. Lobo.

ARTICLE VIII
BYLAWS

The Bylaws of this Corporation shall be made, altered, amended and rescinded by a vote of two-thirds (2/3rds) of the Members of the Board present at any of its regular meetings or at any special meeting called for that purpose provided a quorum, as fixed in the Bylaws, shall be present at such meeting.

ARTICLE IX
NO PERSONAL BENEFIT

No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE X
DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations

described in Section 501(c)(3), contributions to which are deductible as provided in Section 170(c)(2), of the Code and its regulations as the same now exist or as they may be hereafter amended from time to time, or to the federal government or the State of Florida, or a local government exclusively for public purposes as determined by the last Board of Directors.

ARTICLE XI
AMENDMENTS

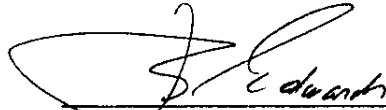
These Articles of Incorporation may be amended by a vote of two-thirds (2/3rds) of the Members of the Board present at any of its regular meetings or at any special meeting called for that purpose provided a quorum, as fixed in the Bylaws, shall be present at such meeting.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, effective this 15 day of November, ~~2007~~ 2006.

Susan Hough Henry
Print Name: SUSAN Hough Henry
Title Secretary, Board of Directors

Certificate

The Amended and Restated Articles of Incorporation for Florida West Coast Public Broadcasting, Inc. do not contain any amendment requiring member approval and was adopted by the Board of Directors of the Corporation at a meeting duly held in November 2006.



Joseph D. Edwards
Attorney