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**FLORIDA PROFIT/NON PROFIT CORPORATION**

South Florida Public Media Company

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Electronic Filing Menu

Corporate Filing Menu

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H06000079431 3

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

SOUTH FLORIDA PUBLIC MEDIA COMPANY

The undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I  
NAME

The name of the corporation is South Florida Public Media Company (the "Corporation").

ARTICLE II  
ADDRESS

The address of the principal office and mailing address of the corporation, is 150 West Flagler Street, Suite 2300, Miami, Florida 33130.

ARTICLE III  
PURPOSE

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the corporation is organized are to be exclusively for the benefit of, to perform the functions of, of to carry out the purposes of providing assistance to non-commercial media and media training.

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, 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or by a corporation, contributions to which are

H06000079431 3

deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV  
POWERS

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V  
BOARD OF DIRECTORS

The members of the Board of Directors of the Corporation shall be appointed or elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI  
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to Friends of WLRN, Inc., a Florida not for profit corporation, provided that Friends of WLRN, Inc. is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), at the time of dissolution of the Corporation. Any assets not so disposed of shall be contributed to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

H06000079431 3

H06000079431 3

ARTICLE VII  
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private person or for-profit corporations, 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 in Article III hereof.

ARTICLE VIII  
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

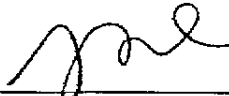
Thomas J. Quarles, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, Suite 2300  
Miami, Florida 33130

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Thomas J. Quarles, Esq.  
150 West Flagler Street, Suite 2300  
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
Thomas J. Quarles, Incorporator

H06000079431 3

H06000079431 3

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process for South Florida Public Media Company at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Thomas J. Quarles, Registered Agent

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