

N96000003422

Raymond E. Makowski, P.A.

Attorney at Law

886 South Third Street

Jacksonville Beach, Florida 32250

(904) 246-5050

June 24, 1996

The Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: First Coast Catholic Communications, Inc.

Dear Madam:

Please find enclosed the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$70.00 for the following expenses of incorporation:

\$35.00 - Filing Fee

\$35.00 - Registered Agent Designation

Please file the charter and send me a copy.

Very truly yours,

*Raymond E. Makowski*

Raymond E. Makowski, Esq.

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-06/26/96--01141--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

REM/lmc

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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145

## ARTICLES OF INCORPORATION

*The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:*

### ARTICLE I

#### Name

The name of the corporation shall be:

**FIRST COAST CATHOLIC COMMUNICATIONS, INC.**

### ARTICLE II

#### Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

**6320 St. Augustine Road, Suite 2  
Jacksonville, FL 32217**

### ARTICLE III

#### Purpose(s)

The specific purposes for which the corporation is organized are:

**The ownership and/or operation of radio and television stations to produce and transmit programming of a traditional Roman Catholic nature and the dissemination of traditional Roman Catholic literature.**

### ARTICLE IV

#### Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

**Directors shall be elected annually by a general meeting of the public membership whose qualifications shall be regulated by the by-laws of the corporation.**

### ARTICLE V

#### Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

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TALLAHASSEE, FLORIDA

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
- (14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

**ARTICLE VI**

**Initial registered agent and street address**

The name and the street address of the initial registered agent is:

**Raymond E. Makowski, Esquire  
886 South Third Street  
Jacksonville Beach, FL 32250**

**ARTICLE VII**

**Incorporators**

The names and the street addresses of the incorporators for these articles of incorporation are:

**Paul M. Danese  
2301 11th Ave. N.  
Jacksonville Beach, FL 32250**

**Peter F. Cagle  
2333 Costa Verde Blvd., #201  
Jacksonville Beach, FL 32250**

**J. Christopher Williams, D.M.D.  
405 Snapping Turtle Ct. E.  
Atlantic Beach, FL 32233**

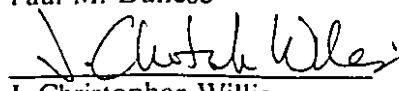
**Jim Jarboe  
332 Fourth Street  
Atlantic Beach, FL 32233**

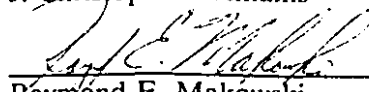
**Raymond E. Makowski  
886 South Third Street  
Jacksonville Beach, FL 32250**

The undersigned incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of June, 1996.

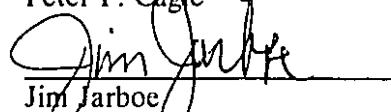
Signature of Incorporators:

  
Paul M. Danese

  
J. Christopher Williams

  
Raymond E. Makowski

  
Peter F. Cagle

  
Jim Jarboe

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

**FIRST COAST CATHOLIC COMMUNICATIONS, INC.**

\_\_\_\_\_  
(must include suffix)

2. The name and address of the registered agent and office is:

**Raymond E. Makowski**

\_\_\_\_\_  
(Name)

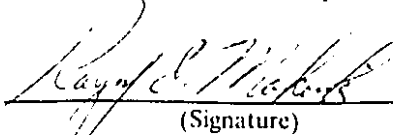
**886 South Third Street**

\_\_\_\_\_  
(P.O. Box or Mail Drop Box NOT Acceptable)

**Jacksonville Beach, FL 32250**

\_\_\_\_\_  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Signature)

6-24-96  
\_\_\_\_\_  
(Date)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N96000003422

Raymond E. Makowski, P.A.

Attorney at Law

886 South Third Street

Jacksonville Beach, Florida 32250

(904) 246-5050

January 30, 1997

The Honorable Sandra Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002075323--6  
-02/03/97--01046--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: **First Coast Catholic Communications, Inc.**  
No. N96000003422

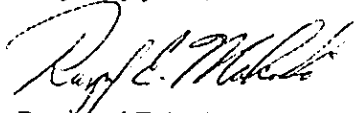
Dear Ms. Mortham,

Please find enclosed the First Amendment to the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$87.50 for the following expenses of incorporation:

\$35.00 - Filing Fee  
\$52.50 - Certified Copy of Articles

Please file the amendment and return to me a certified copy of the Articles of Incorporation with amendment..

Very truly yours,

  
Raymond E. Makowski, Esq.

REM/lmc

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
LFEJ

~~\*489,564,671\*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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97 FEB 13 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 6, 1997

Raymond E. Makowski, Esquire  
886 South 3rd Street  
Jacksonville, FL 32250

SUBJECT: FIRST COAST CATHOLIC COMMUNICATIONS, INC.  
Ref. Number: N96000003422

We have received your document for FIRST COAST CATHOLIC COMMUNICATIONS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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 (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 997A00006465

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DIVISION OF CORPORATIONS

*Raymond E. Makowski, P.A.*  
*Attorney at Law*  
*886 South Third Street*  
*Jacksonville Beach, Florida 32250*  
*(904) 246-5050*

February 10, 1997

The Honorable Sandra Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: Louise Flemming-Jackson  
Corporate Specialist Supervisor

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TALLAHASSEE, FLORIDA

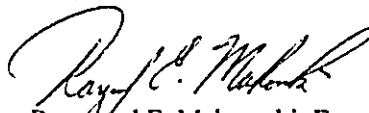
RE: **First Coast Catholic Communications, Inc.**  
No. N96000003422  
Letter Number: 997A00006465

Dear Ms. Flemming-Jackson,

Please find enclosed the First Amendment to the Articles of Incorporation and one copy for the above referenced corporation with the information requested in your letter of February 6, 1997.

Please file the amendment and return to me a certified copy of the Articles of Incorporation with amendment..

Very truly yours,

  
Raymond E. Makowski, Esq.

REM/lmc

Enclosures

## **FIRST AMENDMENT TO ARTICLES OF INCORPORATION**

The first amendment to the Articles of Incorporation of **First Coast Catholic Communications, Inc.**, are as follows:

### **ARTICLE III Purpose(s)**

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

### **ARTICLE V Limitation of corporate powers**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

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TALLAHASSEE

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

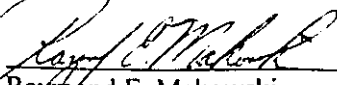
(17) No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

(18) Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

There are no members entitled to vote on the proposed amendment. The amendment was unanimously adopted by the Board of Directors on the 29<sup>th</sup> day of January, 1997.

ATTEST:



Raymond E. Makowski  
as Secretary