

NO0000003270

TRANSMITTAL LETTER

00 MAY 15 AM 11: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900003253079--3  
-05/15/00--01149--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: American Family Life, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Woodie H. Thomas, III  
Name (Printed or typed)

1603 VISION DR  
Address

Palm Beach Garden, FL 33418  
City, State & Zip

561/622-2900  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

*PH 5/18/00*

ARTICLES OF INCORPORATION  
OF  
**American Family Life, Inc.**

(A Corporation Not for Profit under  
the Laws of the State of Florida)

FILED  
00 MAY 15 AM 11: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, pursuant to Section 617.0202, Florida Statutes, subscribed to these Articles of Incorporation, natural people competent to Contract, do hereby form a corporation Not for Profit under the laws of the state of Florida.

ARTICLE I

NAME

The name of the Corporation is **American Family Life, Inc.**

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principal office of **American Family Life, Inc.** shall be at 1603 Vision Drive, Palm Beach Gardens, Florida 33418. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

ARTICLE III

PURPOSE

The corporation will make no distributions of Income to its Directors, unless it is dissolved pursuant to Florida law. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

3.1 **American Family Life, Inc.** is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers 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 Section 501(c)(3) purposes. 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 (a) by a corporation 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 contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

3.3 Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

3.4 **American Family Life, Inc.** has a special commitment to develop educational, informative television programming and related materials for children and adults. **American Family Life, Inc.** deals with a wide range of problems, issues, and decision making facing children and families by using real life experiences.

3.5 **American Family Life, Inc.** provides cutting edge research based on information including statistics and graphs presented in entertaining and compelling formats with where to go information for additional resources in the community, state or nation both on the talk show and on our website.

3.6 **American Family Life, Inc.**'s goal is to develop programming for the whole family to sit down and learn together. Learning, information and skills are acquired by the audience through creative talk show formats that deal with real life family problems ranging from interpersonal/intrapersonal family relationships, systemic relations, and individual issues. These issues affect the family dynamics in a positive, provocative, respectful and dignified way. We provide concepts that open mental doors, overcome obstacles, promote mental health, develop and inspire people to act who are at an impasse in their lives.

3.7 To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, and these Articles of Incorporation.

3.8 To otherwise engage in any lawful activities for the benefit, use, convenience, health (mental and physical), education of students, parents, and grandparents as it may deem proper.

**ARTICLE IV**

**DIRECTORS**

Section 4.1 **Number and Qualification**. The property business and affairs of the Corporation shall be managed by a Board consisting of not less than three (3) Directors. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 4.2 **Duties and Powers**. All of the duties and powers of the Corporation existing under Florida Statutes, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, when such approval is specifically required, in the Declaration, these Articles or the By-Laws.

Section 4.3 **Election; Removal**. Directors of the Corporation shall be elected at the Annual Meeting in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4.4 **Initial Directors (In Office as of the date of filing these Articles)**. The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successors is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Woodie H. Thomas, III, Ph.D., Esq.	1603 Vision Drive Palm Beach Gardens, FL 33418
Stephen S. McGraw, Ph.D.	10261 North 159 <sup>th</sup> Court Jupiter, FL 33478
Louis Pincus	2300 Palm Beach Lakes Boulevard Suite 100 West Palm Beach, FL 33409

ARTICLE V

FILED

REGISTERED AGENT

00 MAY 15 AM 11: 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of the initial registered office of this Corporation is 1603 Vision Drive, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of this Corporation is Woodie H. Thomas, III, Esquire.

ARTICLE VI

INCORPORATOR

The name of the Incorporator to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Woodie H. Thomas, III, Ph.D., Esq.	1603 Vision Drive Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st <sup>December</sup> ~~October~~, 1999.

*Woodie H. Thomas III*

Woodie H. Thomas, III, Ph.D., Esquire

ACCEPTANCE OF REGISTERED AGENT

I, Woodie H. Thomas, III, do hereby accept the designation of Registered Agent for American Family Life, Inc.

*Woodie H. Thomas III*

WOODIE H. THOMAS, III