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S. PRATHE



Jul 18, 2022

Via Fed Ex

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Suite 810
Tallahassee, FL 32303

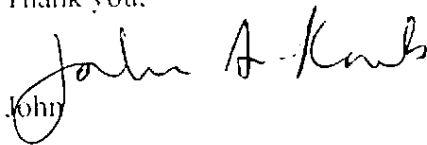
Dear Officials:

Attached for filing are:

1. Executed Second Amended and Restated Articles of Incorporation for Friends of WLRN, Inc.;
2. Florida DOS Cover Letter; and
3. Check in the amount of \$35.00 made out to Florida Department of State for the filing fee.

Please let me know of any questions or comments at 301-642-6423.

Thank you.


John

Encls: see list above
JAK:et

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Friends of WLRN, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John A. Knab, Esq.

(Name of Contact Person)

Foster Garvey

(Firm/ Company)

1000 Potomac Street, NW, Second Floor

(Address)

Washington, D.C. 20007

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John A. Knab

301

642-6423

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF WLRN, INC.
(A Florida Not For Profit Corporation)**

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FILED
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

Pursuant to Section 617 of the Florida Not For Profit Corporation Act, Friends of WLRN, Inc., hereby adopts these Second Amended and Restated Articles of Incorporation, as follows effective immediately upon filing with the Florida Department of State. These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them. These restated articles of incorporation were adopted by the board of directors.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Friends of WLRN, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 172 N.E. 15th Street, Miami, Florida 33132.

ARTICLE II - PURPOSES

"The Corporation is organized and shall be operated exclusively for charitable and educational purposes, which purposes include: (1) to provide assistance to noncommercial publicly supported broadcasting in South Florida, including broadcast properties licensed to the School Board of Miami-Dade County, Florida or licensed to or managed by the Corporation, in the case of each such broadcast property for so long as such broadcast property is eligible to receive grants from the Corporation for Public Broadcasting; (2) to provide assistance to the provision of educational and instructional television material to schools for education; (3) to operate and manage noncommercial educational radio stations and televisions stations licensed to the School Board of Miami-Dade County Florida or licensed to or managed by the Corporation, in the case

of each such station for so long as such station is eligible to receive grants from the Corporation for Public Broadcasting; (4) to improve the adaptability, creativity, and efficiency of such broadcast operations and to improve the programming capabilities of such stations; (5) to propose, plan, develop, acquire, purchase, lease, prepare, distribute, license, and otherwise make available radio and television programs to be broadcast by such station(s) or by other noncommercial networks, systems, and broadcast facilities; (6) to lease, purchase, acquire, own, order, have, use, contract for, and to otherwise obtain, arrange for, and provide technical equipment for the transmission of educational programs; (7) to establish and maintain services for the promotion and circulation of educational radio and television programs on electronic media; and (8) for any other lawful purpose consistent with the foregoing.”

ARTICLE III - GOVERNANCE

The Corporation shall have no members and be managed under the direction and supervision of its Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

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 By-laws of the Corporation.

ARTICLE VI - BYLAWS

Amendments, additions or deletions to the By-laws of the Corporation may be made by majority vote of the Board of Directors at a regular or special meeting called for that purpose.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall pay and discharge, or make adequate provision for, all liabilities and obligations of the Corporation. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements. Any remaining assets owned by or licensed to the Corporation shall be transferred to one or more exempt entities engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for charitable, educational or scientific purposes under Section 501(c)(3) of the Code.

ARTICLE VIII – INDEMNIFICATION

(a) Indemnification. The Corporation shall, to the fullest extent permitted by applicable law, indemnify each director and officer who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section (c) hereof. A director or officer of the Corporation entitled to indemnification under this Section (a) is hereafter called a "covered person."

(b) Expenses. Expenses incurred by a covered person in defending a threatened, pending or completed civil or criminal action, suit or proceeding will be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it will ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section (c).

(c) Exceptions. No indemnification under Section (a) or advancement or reimbursement of expenses under Section (b) will be provided to a covered person (i) if a final unappealable judgment or award establishes that such director or officer engaged in intentional misconduct or a transaction *from* which the member, director or officer derived an improper personal benefit; (ii) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to, or for the benefit of, such person by an insurance carrier under a policy of officers' and directors' liability insurance paid for or maintained by the Corporation or other person or entity; or (iii) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent will not be unreasonably withheld. The Board of Directors of the Corporation is hereby authorized, at any time by resolution to add to the above list of exceptions from the right of indemnification under Section (a) hereof or advancement or reimbursement of expenses under Section (b) hereof, but any such additional exception will not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Corporation.

(d) Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article will continue as to a person who has ceased to be a director or officer of the Corporation, and will inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII - AMENDMENT

Amendments to these Articles of Incorporation shall be adopted by the affirmative vote of two-thirds of members of the Board of Directors attending any regular or special meeting of the Board of Directors at which a quorum is present and which is called for such purpose.

IN WITNESS WHEREOF, the undersigned have executed these Second Amended and Restated Articles of Incorporation effective this July 11, 2022.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

DocuSigned by:
Joseph Goldstein
F238EFA028E1439

Joseph Goldstein
Chairman of the Board of Directors

DocuSigned by:
Sheila Reinken
3F784BF59D15436

Sheila Reinken
Chief Operating Officer

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