

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 2/9/97  
 TIME 8:20  
 BY DR

WALK-IN  
 Will Pick Up \_\_\_\_\_

738267  
 RE: South Florida Public  
 Telecommunications, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File	02/14/97 01007-007	*****87.50 *****87.50
Dissolution/Withdrawal		
CUS-		
Fictitious Name File		
Name Reservation	02/14/97 01016-014	*****122.50 *****122.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	
N. HENDRICKS FEB 10 1997	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**CERTIFICATE OF RESTATEMENT  
AND AMENDMENT OF  
ARTICLES OF INCORPORATION**

**SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC.**

**FILED**  
97 FEB 10 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC., as amended, are hereby further amended and restated in their entirety to read as follows:

**ARTICLE I  
Name of Corporation**

The name of the Corporation shall be SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC.

**ARTICLE II  
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be 3401 South Congress Avenue, Boynton Beach, Florida 33426.

**ARTICLE III  
Purposes and Powers**

This Corporation is organized and shall be operated exclusively for charitable purposes including, without limitation, the following purposes: to own or lease and to operate non-profit broadcasting facilities, including radio and television facilities, to be made available for community and public use, including operation under lease or otherwise of facilities owned by other persons, corporations or organizations or public agencies, as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Within the limitations of these purposes, this Corporation shall have and exercise all rights and powers conferred on not-for-profit corporations under the laws of the State of Florida, including, without limitation, the power to contract, rent, buy or sell personal or real property and any other legal powers, provided however that this Corporation shall not engage in any activities nor exercise any powers that are not within the contemplation of Sections 170(c)(2), 501(c)(3), and 509(a)(3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE IV**

##### **Prohibited Activities**

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provisions of any future United States Internal Revenue Law.

#### **ARTICLE V**

##### **Membership, Qualification and Admission**

The qualification of members, the manner of their admission, voting of members and other rights and privileges of members shall be set forth in the By-Laws of this Corporation.

#### **ARTICLE VI**

##### **The Board of Trustees**

The method of election of the Board of Trustees shall be set forth in the By-Laws. The number of Trustees may be increased or diminished from time to time by the By-Laws but shall never be less than three (3).

#### **ARTICLE VII**

##### **Registered Office and Agent**

The street address of the initial registered office of this Corporation is 3401 South Congress Avenue, Boynton Beach, Florida 33426, and the name of its initial registered agent at that address is DORLIS JOHNSON.

#### **ARTICLE VIII**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt organizations as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue Law or to the Federal, State or Local government for exclusively public purposes.

**ARTICLE IX**  
**Indemnification**

The officers, trustees, employees and agents of this Corporation shall be indemnified to the fullest extent permitted under applicable law.

2. The foregoing Restatement and Amendment of Articles of Incorporation were adopted by the members of this Corporation on January 27, 1993.

SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC.,  
a Florida not for profit corporation

By: Mary Souder  
Mary Souder, President