

760583

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000271464 3)))



H150002714643ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850)617-6380

From: Account Name : HAILE, SHAW & PFAFFENBERGER, P
 Account Number : 076326003550
 Phone : (561)627-8100
 Fax Number : (561)622-7603

RECEIVED

15 NOV 13 AM 12:28

RECEIVED
FLORIDA

15 NOV 13 AM 8:14

FILED

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: policom@haileshaw.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WPBT COMMUNICATIONS FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

NOV 16 2015

T. LEMMON

Amended Restated

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION

WPBT COMMUNICATIONS FOUNDATION, INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, WPBT Communications Foundation, Inc., a Florida not-for-profit corporation originally incorporated on December 9, 1981, does hereby certify that: these Second Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors and of the Members on October 21, 2015 at a duly noticed meeting at which a quorum of such Board of Directors and Members was present and voting, and hereby amends and restates its Articles of Incorporation to read as follows:

15 NOV 13 AM 8:14
SECRETARY
FILED

ARTICLE I
NAME

The name of this corporation is WPBT COMMUNICATIONS FOUNDATION, INC. (the "Foundation"). The Foundation's Document Number is 760583. The intention of the Second Restatement of these Articles of Incorporation is that they shall supersede in their entirety the Amended and Restated Articles of Incorporation.

ARTICLE II
CORPORATE PURPOSES

The Foundation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, educational, literary and scientific purposes. The Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Foundation shall be distributed to any Officer, Director, Trustee, Member or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes). No substantial part of the activities of the Foundation shall be dedicated to the carrying on of propaganda, or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in any political campaign for or on behalf of or in opposition to any candidate for public office.

Subject to the foregoing, the purposes of the Foundation shall be to engage in the support of broadcast, cable and telecommunications or other media and support services for non-profit educational and charitable purposes to South Florida and other geographical areas through the support of South Florida PBS, Inc., formerly known as Community Television Foundation of South Florida, Inc.; to use such support to inform, illuminate and inspire, through the development of telecommunication facilities whose management and programs are responsive to

the public's varied interests and needs in public affairs, education, the arts and sports; for such purposes, to (directly or indirectly) construct, produce, own, lease and operate such telecommunication facilities, motion pictures, films, programs, and the rights thereto; to obtain and convey by gift, contribution, deed or lease, real and personal property and funds to be used in connection with the foregoing purposes; and to solicit and accept in trust or otherwise, money and property to be used for such purposes.

Unless otherwise indicated, as used in this Article II and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE III
MEMBERS

Any person who is a Director of the Board of Directors of the Foundation shall be a Member of this Foundation for the period of time during which that person is a Director of such Board of Directors. Members of the Foundation shall have the voting rights set forth in these Articles of Incorporation and Bylaws. The quorum and voting requirements for meetings and activities of the Membership, and the notice requirements sufficient to provide notice of meetings and activities of the Membership, shall be governed by these Articles of Incorporation and the Bylaws.

ARTICLE IV
CORPORATE EXISTENCE

The existence of this Foundation shall be perpetual.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Foundation shall be managed by a Board of Directors of not less than three or more than twelve.

Annual meetings of the Board of Directors shall be held each year in the manner established in the Bylaws.

The Bylaws may provide for qualifications of Officers and Directors and their election and tenure.

ARTICLE VI
BYLAWS

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with the law or these Articles of Incorporation.

ARTICLE VII
CORPORATE POWERS

The Foundation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Foundation's exempt purposes as provided in Article II.

ARTICLE VIII
INDEMNIFICATION

The Foundation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Foundation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Foundation, or of any other corporation, partnership, joint venture, trust or other enterprise on which he or she served as such at the request of the Foundation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

The provisions of the Articles of Incorporation may be altered, amended, or repealed, or new provisions adopted, upon: adoption of such amendments by a majority of the Board of Directors at any meeting for which notice of the proposed amendments has been given and a quorum is present, all as further set forth in the Bylaws.

ARTICLE X
CAPITAL STOCK

The Foundation shall not have capital stock.

ARTICLE XI
DISSOLUTION

Upon dissolution, all of the Foundation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any Officer, Director, Trustee, or Member of the Foundation, or any other person or organization not

described in the preceding sentence. Any plan of distribution of the assets of the Foundation must comply with these Articles and shall be approved by a majority vote of the Directors present at a meeting in which a quorum is present.

ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Foundation is located at 14901 N.E. 20th Avenue, Miami, Florida 33181 and its registered agent is Dolores Sukhdeo, Chief Executive Officer.

ARTICLE XIII
PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Foundation shall be 14901 N.E. 20th Avenue, Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Second Amended and Restated Articles of Incorporation this 21 day of October, 2015.

SOUTH FLORIDA PBS, INC.,
a Florida not for profit corporation

By: 
Dolores Sukhdeo, Chief Executive Officer