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TALLAHASSEE, FLORIDA

C. LEWIS  
JUN 23 2010  
EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Wildlife STORYTELLERS, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan T. McCants, Esq.

Name of Person

Bird, Loechl, Brittain & McCants, LLC

Firm/Company

3414 Peachtree Road N.E., Suite 1150

Address

Atlanta, GA 30326

City/State and Zip Code

river243@embarqmail.com

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

For further information concerning this matter, please call:

Jonathan McCants

Name of Person

at ( 404 )

264-9400

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|---|---|--|

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address** FedEx #8641 4279 3785  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**WILDLIFE STORYTELLERS, LLC**

**ARTICLE I. NAME**

The name of the limited liability company is:

WILDLIFE STORYTELLERS, LLC

**ARTICLE II. AUTHORITY**

The limited liability company (the "Company") is organized pursuant to the provisions of the Florida Limited Liability Company Act, as amended.

**ARTICLE III. PURPOSES**

This Company is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("IRC"), including but not limited to the dissemination of the Gospel of Jesus Christ through recorded and/or electronically generated messages, and distributions to or for the use of organizations exempt at the time under IRC Section 501(c)(3). Subject to the foregoing, the Company shall have all powers authorized for limited liability companies under Florida law.

**ARTICLE IV. DURATION**

The existence of the Company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

## **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the Company shall inure to the benefit of, or be distributable to, its managers, members, directors, trustees, officers, or other private persons; except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof, including distributions to any member which is an entity recognized as tax exempt under IRC Section 501(c)(3).

Section 2. No Substantial Lobbying. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the Company may make the election provided in IRC Section 501(h).

Section 3. No Political Campaigning. The Company 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.

Section 4. Irrevocable Dedication. The income and assets of the Company shall be irrevocably dedicated to its exclusive exempt purposes.

## **ARTICLE VI. MANAGEMENT OF THE COMPANY**

Section 1. Manager-Managed Company. The Limited Liability Company is to be managed by its managers and is, therefore, a manager – managed company.

Section 2. Number of Managers. The board of managers shall consist of not fewer than three (3) managers, and of not more than a maximum number determined by the operating agreement of the Company as amended from time to time.

Section 3. Powers. The managers shall govern the Company, and shall have all the rights and powers of managers under the laws of the State of Florida and of the United States, as well as

such other rights and authority as granted herein and in the operating agreement. Such rights and powers shall include, but not be limited to, the power to adopt and amend the operating agreement and other Company governing documents (except these Articles of Organization), by a majority vote, in any way not inconsistent with the Articles of Organization, the laws of the State of Florida, or the laws of the United States. The managers may create offices and appoint persons to serve as officers to take any action and execute any documents that could be taken or executed by a majority of the managers on behalf of the Company.

Section 4. Term. Each manager hold office until a successor has been elected and qualified, unless manager sooner resigns or is removed, pursuant to Florida Statutes Annotated (“F.S.A.”) Section 608.422.

Section 5. Election and Removal. Upon the expiration of a manager’s term or a vacancy for any reason (including positions created by an increase in the number of managers), the successor(s) shall be appointed by the member. A manager may be removed by action of the member, in accordance with F.S.A. 608.422(4)(c)(1).

Section 6. Amendment. The managers shall have the power to amend these Articles of Organization, by a majority vote of the managers then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 7. Initial Managers. The initial board of managers shall consist of three individuals, whose names and addresses are:

Susan Vonolszewski  
731 Duval Station Road  
Suite 107-414  
Jacksonville, FL 32218

Charles Cibene  
731 Duval Station Road  
Suite 107-310  
Jacksonville, FL 32218

Guy Piersall  
41823 Enterprise Circle North  
Temecula CA 92590

## **ARTICLE VII. SOLE MEMBER**

The Company's sole member shall be Gospel Recordings (d/b/a Global Recordings Network), a California corporation recognized as exempt from federal income taxation under IRC Section 501(c)(3) and identified by taxpayer identification number 95-6539977.

## **ARTICLE VIII. POWERS**

Section 1. General. The Company shall have all the rights and powers customary and proper for tax exempt nonprofit.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Organization, the Company shall not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under IRC Section 501(c)(3), or by an entity to which contributions are deductible under IRC Sections 170(b)(1)(A) or (B) and 170(c)(2).

Section 3. Charitable Trusteeship Etc. The Company shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. The managers may cease Company activities and dissolve and liquidate the Company, by two-thirds vote, provided that the member consents to such dissolution in its duly approved minutes.

Section 2. Liquidation. Upon the dissolution of the Company, the managers shall pay or make provision for the payment of all of the liabilities of the Company from the Company's remaining funds, and shall thereafter dispose of all of the assets of the Company exclusively to the member, or if the member declines to accept such assets, (i) exclusively for one or more exempt purposes within the meaning of IRC Section 501(c)(3), in such manner as the managers shall

determine, (ii) or exclusively to such other organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the managers shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of in accordance with Section 2 above, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the Company is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such IRC Section 501(c)(3), as said court shall determine.

## **ARTICLE X. CONTINGENT RESTRICTIONS**

Section 1. Contingent Restrictions. In the event that the Company is determined by the Internal Revenue Service to be a private foundation within the meaning of IRC Section 509 and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Organization, this Article X shall apply and the Company shall: (1) not engage in any act of “self-dealing” (as defined in IRC Section 4941(d)) that would subject the Company to tax under IRC Section 4941; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Company to tax under IRC Section 4942; (3) not retain any “excess business holdings” (as defined in IRC Section 4943(c)) that would subject the Company to tax under IRC Section 4943; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Company (within the meaning of IRC Section 4944) that would subject the Company to tax under IRC Section 4944; and (5) not make any “taxable expenditures” (as defined in IRC Section 4945(d)) that would subject the Company to tax under

IRC Section 4945.

Section 2. Amendments to the IRC. Each reference in these Articles of Organization to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

**ARTICLE XI. REGISTERED AGENT, REGISTERED OFFICE**  
**& PRINCIPAL OFFICE**

Section 1. Registered Agent. The name and the Florida street address of the registered agent are:

Charles Cibene  
731 Duval Station Road  
Suite 107-310  
Jacksonville, FL 32218

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..*



Charles, Cibene, Registered Agent

Section 2. Principal Office. The initial mailing address and street address of the principal office of the Limited Liability Company are:

731 Duval Station Road  
Suite 107-414  
Jacksonville, FL 32218

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## **ARTICLE XII. LIMITATION OF LIABILITY AND INDEMNIFICATION**

**Section 1. Limitation.** The personal liability is hereby eliminated for each manager or member to the fullest extent allowable under Florida law, including but not limited to F.S.A. Sections 608.4227 and 608.4228 as amended, to the Company for monetary damages, and the Company shall indemnify its members and managers to the fullest extent allowed under F.S.A. Section 608.4229 as amended; all provided that this provision shall not eliminate or limit the liability of a manager or member: (i) For any appropriation, in violation of his duties, of any business opportunity of the Company; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in F.S.A. Section 608.4228(1) as amended; or (iv) For any transaction from which the director received an improper personal benefit.

**Section 2. No Effect on Prior Liability.** Such provision shall not eliminate or limit the liability of a manager or member for any act or omission occurring prior to the date of these Articles of Organization when such provision becomes effective.


**Section 3. Amendment.** Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a manager or member of the Company with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the managers present at a duly noticed meeting with a quorum present and consented to by the member(s). In the event of any amendment of the Florida Statutes Annotated to authorize the further elimination or limitation of liability of managers or members, then the liability of a manager or member of the Company shall be limited to the fullest extent permitted by the amended Florida Statutes Annotated, in addition to the limitation on personal liability provided herein.

**Section 4. Severability.** In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by

law.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member of the Company has executed these Articles of Organization, pursuant to the Florida Limited Liability Company Act.

GOSPEL RECORDINGS, Sole Member

BY:   
Colin Stott, US Director  
Global Recordings Network  
41823 Enterprise Circle North  
Temecula CA 92590

*(In accordance with section 608.508(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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