

Pickup  
4/20  
N00000002654

Manuel A. Gambo  
Requestor's Name  
621 Harbor Drive  
Address  
Key Biscayne FL 33149  
City State ZIP Phone

VALIDATION ONLY

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Key Biscayne Community  
TELEVISION, INCORPORATED

RECEIVED  
00 APR 21 AM 9:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit      | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready           | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail                       |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait          |   |

Empire Toll Free: 1-800-432-3028

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## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name of this corporation shall be KEY BISCAIYNE COMMUNITY TELEVISION, INCORPORATED.

### ARTICLE II - PRINCIPLE OFFICE

The principle place of business and address is: 800 Crandon Blvd.  
Key Biscayne, FL 33149

### ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which non-stock corporations may be incorporated under the laws of the State of Florida, including the providing of a vehicle to provide, develop, manage and operate public access and educational cable television programming in Key Biscayne, Florida, to participate fully in the development and operation of public access and educational cable television programming; to encourage volunteerism, foster participation, and provide a vehicle for outside funding in order to expand access services; and any other such lawful purposes as may be reflected in amendments of these Articles from time to time.

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 the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE IV - MANNER OF ELECTION

This Corporation shall have two classes of Members: Voting Members and Non-Voting Members with the qualifications and rights (including but not limited to any voting rights) of the members of such classes to the extent and as more particularly set forth in the Bylaws of the Corporation; provided, however, that any Voting Member must be a natural person who is an inhabitant Key Biscayne, Florida.

(a) The entire Board of Directors shall consist of nine (9) Directors. The Board of Directors shall be divided into three classes of membership as near equal in numbers as possible, with the term of office of one of the three classes expiring each year at the close of the member annual meeting. When the aggregate number of Directors is changed, any increase or decrease shall be so portioned among the classes so as to make all classes as near equal in number as may be possible. No decrease in the aggregate number of Directors shall shorten the term of any incumbent Director.

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(b) Directors shall be elected either by voting members in good standing (such Directors being referred to as "member-elected Directors"), or by the Board of Directors (such Directors being referred to as "director-elected Directors"). At each annual meeting voting members in good standing shall elect two Directors to fill the forthcoming vacancy for two of the three Directorships whose terms are expiring. Following such election, all Directors (including such two Directors most recently elected, but not those whose term ends at the close of the Annual Meeting) shall elect (by a majority vote) an additional third Director (a director-elected Director). Each Director shall serve for a term of three years and until her/his successor has been duly elected and qualified, unless she/he sooner dies, resigns or is removed.

(c) A person may become nominated for the Office of Director by filing with the Secretary or the President of the Corporation a statement of candidacy. Such statement shall be filed no later than 30 days before the meeting of members at which such election shall occur.

#### ARTICLE V - INITIAL DIRECTORS/OFFICERS

Robert Baldwin                      290 Sunrise Dr., 2A  
Key Biscayne, FL 33149

Manuel Cambo                      621 Harbor Drive, Key Biscayne, FL 33149

Bill Durham                      260 Crandon Blvd., #6 Key Biscayne, FL 33149

#### ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered agent is:      Manuel A. Cambo  
621 Harbour Drive  
Key Biscayne, FL 33149

#### ARTICLE VII

The name and address of the incorporator is:

Manuel A. Cambo  
621 Harbour Drive  
Key Biscayne, FL 33149

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*Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature/Registered Agent/Incorporator

MANUEL A. CAMBO

Date

4/20/2000