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FLORIDA NON-PROFIT CORPORATION

SENIOR MEDIA FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
SENIOR MEDIA FOUNDATION, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE 1 - NAME

The name of this Corporation is SENIOR MEDIA FOUNDATION, INC.

ARTICLE 2 - PURPOSE

The corporation is organized exclusively for education and charitable purposes as defined in Section 501(c) (3) of the Internal Revenue Code, including, but not limited to, performance of educational, charitable and cultural programs for senior citizens as further set forth in detail in the By-Laws, and the corporation shall have all necessary power to carry out such purpose and other lawful activities related to such purpose. The Corporation will not undertake any activities not permitted to be conducted by an organization described in 501(c) (3) of the Internal Revenue Code.

ARTICLE 3 - MEMBERSHIP

Non-voting members shall consist of all contributors of money to the corporation in furtherance of the purposes for which it was chartered. Voting members shall constitute the members of the Board of Directors.

ARTICLE 4 - TERM

The corporation shall have perpetual existence.

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ARTICLE 5 - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three and no more than twenty. The board of directors shall be elected by the members of the corporation at their annual meeting pursuant to guidelines established by the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

Pursuant to the By-Laws, the Board of Directors can create other types of executive and related Boards.

ARTICLE 6 - REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 1487 Second Street, Suite A, Sarasota, Florida 34236. The registered agent shall be PAUL ROTH.

ARTICLE 7 - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation 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 two hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, 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

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the Internal Revenue Code of 1986; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE 8 - INCORPORATOR

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard Miga	1487 Second Street, Suite A Sarasota, Florida 34236
Paul Roth	1487 Second Street, Suite A Sarasota, Florida 34236

ARTICLE 9 - OFFICERS

The affairs of the corporation shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE 10 - INITIAL BOARD OF DIRECTORS

The first board of directors will consist of three persons and they will serve until their successors are appointed. The names and addresses of the initial board of directors shall be:

<u>Name</u>	<u>Address</u>
Richard Miga	1487 Second Street, Suite A Sarasota, Florida 34236
Paul Roth	1487 Second Street, Suite A Sarasota, Florida 34236
George Roth	4617 Preyer Cleveland, Ohio 44810

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ARTICLE 11 - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE 12 - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by two-third of the voting power of the board of directors; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in article seven.

ARTICLE 13 - DISSOLUTION

Upon the dissolution of the corporation the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986 as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the country in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as the court shall select.

ARTICLE 14 - DEFINITIONS

For purposes of these articles, "charitable purposes" includes educational, religious,

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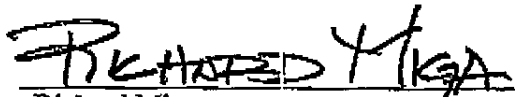

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scientific, public and other purposes contributions for such are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

ARTICLE 15 - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 1487 Second Street, Suite A, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the incorporators have signed these articles of incorporation on August 29, 2000.



Richard Miga

Paul Roth

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Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.


Paul Roth
Registered Agent

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