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PASTER, RAY & COHEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

6108 26TH STREET WEST, SUITE 2
BRADENTON, FLORIDA 34207

SAUL PASTER, P.A.
RICHARD BARTON RAY, P.A.
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September 29, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/05/00--01119--013
*****78.75 *****78.75

RE: BRUIN BROADCASTING COMPANY

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 for filing the Articles of Incorporation which we have enclosed for the above referenced matter. Thank you for your prompt attention in this matter.

Very truly yours,

Sarah R. Wakefield

Secretary to
Richard Barton Ray

/srw
enclosure

FILED
00 OCT -5 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN OCT - 9 2000

**ARTICLES OF INCORPORATION
OF
BRUIN BROADCASTING COMPANY
A Florida Corporation Not For Profit**

FILED
00 OCT -5 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, do hereby form a corporation for non profit under Chapter 617 of the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be BRUIN BROADCASTING COMPANY The address of the principal office of this corporation shall be 6108 26th St. W., SUITE 2, Bradenton, FL. 34207 the mailing address shall be the same.

ARTICLE II: DURATION

This corporation shall exist in perpetuity.

ARTICLE III: PURPOSES

The specific purposes for which the corporation is organized are:

- A. To own, operate and maintain an association which pursuant to its by-laws promotes education in Manatee County, Florida;
- B. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles and By-Laws adopted by the founders of the corporation.
- C. This corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the association or the net assets upon liquidation shall enure to the benefit of any member except for purposes set forth in the By-Laws. The

association may reimburse its members for actual expenses incurred for or in behalf of the association, and may pay compensation in a reasonable amount to its members for actual services rendered to the association, as permitted by law.

ARTICLE IV: POWERS NOT CITED

- A. In furtherance of the objectives described above but not in limitation thereof, the association shall have the power, in so far as such power is conferred or is not limited, by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund raising activities and to acquire, own, hold, & maintain such property as to effectuate its purposes.
- B. The corporation may make and enforce reasonable rules and regulations governing the use of any and all property owned by the corporation.

ARTICLE V: MEMBERSHIP

- A. The association shall have one class of members only. All voting rights and other rights, interest and privileges of each member shall be equal.
- B. The rights and privileges of members, their liability for dues and assessments and the termination and transfer of membership shall be stated in the By-Laws.
- C. Qualification for Membership: Alumni or Staff of Bayshore High School in Manatee County, Florida.

ARTICLE VI: GOVERNING BODY

The powers of the corporation shall be exercised and controlled by a Board of Directors comprised of no less than three (3) members. The qualifications, the time and manner of election, and the terms and duties of office and the manner of filling vacancies shall be set forth in the By-Laws.

ARTICLE VII: OFFICERS

- A. Elective Officers. Elective Officers of this association shall be a President, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed by members of the association at the regular annual meeting. The qualifications of, the time and manner of electing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the By-Laws.
- B. Standing Committees. This association may have Standing Committee as specified in the By-Laws or as created by the Board of Directors from time to time.

ARTICLE VIII: AMENDMENTS TO ARTICLES

The Articles may be amended or repealed, whole or in part, only by a majority vote of this corporation's members at an organized meeting of the corporation.

ARTICLES IX: BY-LAWS

By-Laws will be hereafter adopted. Such By-Laws may be amended or repealed, in whole or in part, in the manner provided in the By-Laws, and the amendments to the By-laws shall be binding on all members, including those who may have voted against them.

ARTICLE X: REGISTERED AGENT

The initial registered office of the corporation is to be at 6108 26th St. W., Suite 2, Bradenton, Florida 34207, and the initial registered agent at that address is RICHARD BARTON RAY.

ARTICLE XI: REGISTERED AGENT DESIGNATION


The undersigned, RICHARD BARTON RAY, is familiar with and accepts the duties and responsibilities as registered agent for BRUIN BROADCASTING COMPANY.

WHEREFORE, the undersigned, as the designated registered agent, hereby accepts the designation as registered agent, on the 29 day of September, 2000.

Richard Barton Ray
RICHARD BARTON RAY

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29 day of September, 2000, by RICHARD BARTON RAY who is personally known to me or who has produced _____ as identification and who did take an oath.

 Sarah R. Wakefield
My Commission CC668760
Expires August 03, 2001

Sarah R. Wakefield
Notary Public

ARTICLES XII: INCORPORATORS

The names of the incorporators for these Articles of Incorporation are:

RICHARD BARTON RAY, PRESIDENT & RESIDENT AGENT
6108 26TH St. W., Suite 2
Bradenton, FL. 34207

MELTON LITTLE, VICE-PRESIDENT


DANITA K. RAY, SECRETARY & TREASURER

29 day of September, 2000. The undersigned Incorporators have executed these Articles of Incorporation this

Richard Barton Ray
RICHARD BARTON RAY

State of Florida
County of Manatee

The foregoing instrument was acknowledged before me this 29 day of September, 2000, by RICHARD BARTON RAY who is personally known to me or who has produced _____ as identification.

 Sarah R. Wakefield
My Commission CC668760
Expires August 03, 2001

Sarah R. Wakefield
Notary Public