

TRANSMITTAL LETTER
N01000002900

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

MSG MEDIA, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004043254--0
-04/23/01--01051--017
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Michaelis J. Gonzalez
Name (Printed or typed)

5984 Snowdrop Way
Address

West Palm Beach, FL 33415
City, State & Zip

561-681-6576
Daytime Telephone number

FILED
2001 APR 23 PM 1:03
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

4/24/01

**ARTICLES OF INCORPORATION
OF
MJGMEDIA, INC.**

ARTICLE I - NAME

MJGMEDIA, INC.

FILED
2001 APR 23 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II- STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for religious purposes pursuant to the Florida Corporation Not-for-profit Law set forth in Section 617.0301 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) This corporation is formed for the specific purpose of using various media for Christian Evangelism and Bible Education.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational, scientific or literary purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful non-profit business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI - MEMBERSHIP

The only voting members of this corporation shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 S. Congress Avenue, Suite B, West Palm Beach, FL 33406 and the name of the registered agent of this corporation at that address is Michaelis J. Gonzalez.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualification for Directors and the manner of their admission shall be regulated by the Bylaws. The provisions of the Bylaws shall control all powers, responsibilities and other matters concerning the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the of the initial Directors are:

NAMES

ADDRESSES

1. Michaelis J. Gonzalez

5984 Snowdrop Way
West Palm Beach, FL 33415

2. Samuel J. Bruce

5630 Muirfield Village Circle
Lake Worth Florida, 33463

3. Heber Pelissier

49 Lake Villa Way
Kissimmee, FL 34743

(B) Corporate Officers. The Board of Directors shall appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to appoint from time to time. Initially such officers shall be elected at the Organizational Meeting of the Board of Directors.

ARTICLE IX - DEDICATION OF ASSETS

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Michaelis J. Gonzalez
5984 Snowdrop Way
West Palm Beach, FL 33415

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of April, 2001.


Michaelis J. Gonzalez

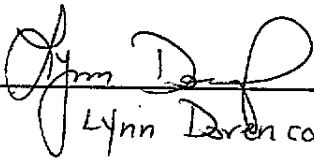
STATE OF FLORIDA }

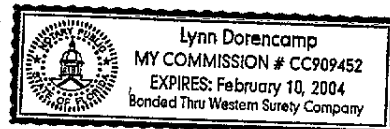
COUNTY OF PALM BEACH}

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Michaelis J. Gonzalez known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and Seal in the State and County above, this 17th day of April, 2001.

FL Drivers License


Lynn Dorencamp



**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHO PROCESS MAY BE
SERVED.**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST: that MJGMEDIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1900 S. Congress Aveune, Suite B, West Palm Beach, FL 33406 has named Michaelis J. Gonzalez as its agent to accept service of process within Florida.

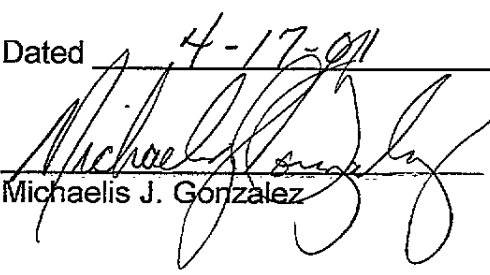
Dated 4-17-01



Samuel J. Bruce, Director

SECOND: Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated 4-17-01



Michaelis J. Gonzalez

2001 APR 23 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED