

National Business Incorporators, Inc.
611 S. Palm Canyon Drive, Suite 7-119
Palm Springs, CA 92264
Telephone: (760) 318-2214

No 1000009019

FILED
01 DEC 26 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Articles of Incorporation For
American Radio Preservation Foundation, Inc.
(a corporation not-for-profit)

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-12/26/01--01072--014
*****87.50 *****87.50

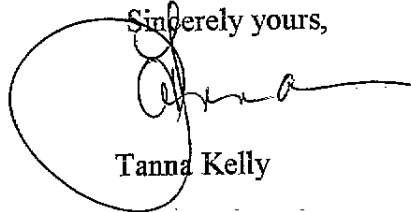
Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Resident Agent for **American Radio Preservation Foundation, Inc.**, a not-for-profit corporation, for filing. Also, enclosed is our check in the amount of \$87.50, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Resident Agent Fee	\$35.00
Certificate of Status Fee	8.75
Certified Copy Fee	<u>\$ 8.75</u>
TOTAL	\$87.50

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation. Have a very Happy Holiday!

Sincerely yours,



Tanna Kelly

Enclosure:

Original and one copy of Articles of Incorporation
Check for Filing Fee

BROWN DEC 31 2001

*Articles Of Incorporation
Of
American Radio Preservation Foundation, Inc.
(A Florida not-for-profit corporation)*

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*ARTICLE I
Name*

The name of the corporation shall be "American Radio Preservation Foundation, Inc." hereinafter referred to as "the Corporation".

*ARTICLE II
Principal Office*

The principal place of business and mailing address of the corporation shall be 508 Glenwood Drive, West Palm Beach, Florida 33415, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

*ARTICLE III
Purpose*

The Corporation shall be a public benefit corporation.

Provisions of the regulation of the internal affairs of the Corporation including provisions for the applications of earnings and distribution of assets or dissolution on final liquidation are:

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and 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.

The corporation shall have the authority to perform only acts that are necessary of proper to accomplish its purpose and not repugnant to law.

The following provisions are inserted for the regulation of the affairs of the corporation:

1. Political Activity. No part of the activities of the corporation shall include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for political office.
2. Legislative Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. Business Activities. The primary activity of the corporation shall not be the carrying on of a business with the general public in a manner similar to organizations, which are organized for profit.
4. Distribution of Assets on 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 exclusively for the purposes of the corporation in such manner, within 30 days of disbanding.
5. Pecuniary Gain and Distribution of Earnings. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that 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 3 hereof.
6. Public Purpose. The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests such as contributors to the corporation, or persons controlled directly or indirectly by such private interests.
7. General Restriction. 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 of 1986, as amended (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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

*ARTICLE IV
Capital Stock*

The corporation shall not have capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the Bylaws.

*ARTICLE V
Members of the Corporation
Directors and Officers*

The members of the Corporation shall be the Board of Directors elected in accordance with the bylaws of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than four nor more than twenty-one directors, as determined from time to time as provided in the bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including President, Secretary and Treasurer.

*ARTICLE VI
Initial Board of Directors*

The name and addresses of the initial members of the Board of Directors are:

Sheldon Jay Swartz
508 Glenwood Drive
West Palm Beach, FL 33415

Tom Kennedy
508 Glenwood Drive
West Palm Beach, FL 33415

Richard Hill
508 Glenwood Drive
West Palm Beach, FL 33415

Paul Mount
508 Glenwood Drive
West Palm Beach, FL 33415

ARTICLE VII
Registered Agent

The street address of the Corporation's initial registered office shall be 508 Glenwood Drive, West Palm Beach, Florida, and the name of the initial registered agent at the registered office shall be Sheldon Jay Swartz.

ARTICLE VIII
Incorporator

The name and address of the Incorporator is: Tanna Kelly on behalf of National Business Incorporators, Inc., 611 S. Palm Canyon Drive, Suite 7-119, Palm Springs, CA 92264.

ARTICLE IX
Powers

The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

ARTICLE X
Term of Existence

The period of duration of the Corporation is perpetual.

ARTICLE XI
Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Liability, Indemnification and other Provisions

The private property of the members of the corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, nor shall any member be personally liable for any corporate obligation or debt.

The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding.

The expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. The provisions of this paragraph shall not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

No action may be brought against a director or officer of the Corporation based on any act or omission arising from failure in his or her official capacity to exercise due care regarding the management or operation of the Corporation unless the act or omission involves intentional misconduct, fraud, knowing violation of the law or the failure of a director or officer of the Corporation to review information, opinion, reports, books of account or statements, including financial statements and other financial information, submitted to him or her for review.

ARTICLE XIII
Amendments

These Articles of Incorporation may be amended by a majority vote of the members of the Corporation at any annual meeting, or at any special meeting called for that purpose.

The powers of the incorporator are to terminate upon filing the Certificate of Incorporation.

In Witness Whereof, for the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, I do hereby execute these Articles of Incorporation on this 5th day of December 2001.

Signed:

A handwritten signature in cursive script, appearing to read "Tanna C. Kelly", is written over a horizontal line. To the left of the signature is a large, loopy circular mark.

Tanna C. Kelly
Incorporator.

Certificate of Acceptance
of
APPOINTMENT BY RESIDENT AGENT

FILED
01 DEC 26 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the State Corporation Commission

State of Florida, United States of America

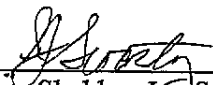
In the matter of: American Radio Preservation Foundation, Inc.

On this 5th day of December 2001, I, Sheldon Jay Swartz, does hereby accept its appointment as the initial Resident Agent of said Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of section 617.0501, Florida Statutes, organized under the laws of the State of Florida.

Furthermore, the mailing address for the above-entitled corporation in accordance with state of Florida is:

508 Glenwood Drive
West Palm Beach, FL 33415

In witness whereof, I have hereunto set my hand on the 5th day of December 2001.

By: 
Sheldon Jay Swartz
Resident Agent