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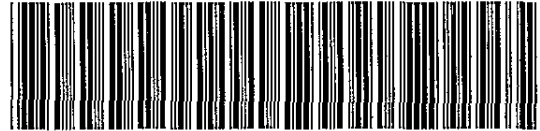
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03 DEC -1 PM 2:50

12-5

MICHAEL A. BAVIELLO, JR., P.A.
ATTORNEY AT LAW

November 26, 2003

Via Overnight Courier

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Everglades City Broadcasting, Inc.
Our File No.: 03-1134

Dear Madame Secretary:

This law firm represents the above-referenced not for profit corporation to be formed in the State of Florida. We enclose the original Articles of Incorporation along with this law firm's check No. 5906 in the amount of \$78.75 which represents the following filing fees:


| | | |
|-------|------------------------------|-----------------|
| 1. | Articles of Incorporation | \$ 35.00 |
| 2. | Registered Agent Designation | 35.00 |
| 3. | Certified Copy | 8.75 |
| Total | | <u>\$ 78.75</u> |

We respectfully request that you deliver the Certified Copy of the Articles of Incorporation along with any other documents to this law firm at the address below.

If you have any questions, please contact the undersigned directly.

Very truly yours,

MICHAEL A. BAVIELLO, JR., P.A.


Michael A. Baviello, Jr.

MAB/jcg

Enclosures

03-1077\F\MAB\EvergladesCityBroadcasting\corp.docs\ltr-11262003-state-transmittal-articles.wpd

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC -1 PM 2:50

**ARTICLES OF INCORPORATION
OF
EVERGLADES CITY BROADCASTING, INC.**

The undersigned, acting as incorporator for a not-for-profit corporation pursuant to Chapter 617, Florida Statutes ("Florida Not for Profit Corporation Act"), adopts the following Articles of Incorporation and states as follows:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is **EVERGLADES CITY BROADCASTING COMPANY, INC.** The principal office and mailing address of the Corporation shall be **1580 25th Street SW, Naples, Florida 34117.**

ARTICLE II

DURATION

The duration of the Corporation is perpetual unless sooner dissolved according to law.

ARTICLE III

NOT FOR PROFIT

The Corporation is a nonprofit corporation under Florida laws. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE IV

PURPOSE

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Law and the Florida Not for Profit Corporation Act or any future provisions thereof. Within the scope of the foregoing, the Corporation is specifically organized to engage in the following activities: the production, publication, presentation and dissemination of educational, instructional, and religious information, materials, and programs; the organization of educational, instructional, and religious events and activities; and the operation of educational broadcast stations.

Additionally, to exercise all rights and powers conferred by Florida Not for Profit Corporation Act, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and, to such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provisions of these Articles, this Corporation 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 or the corresponding provisions of any future United States Law. Nor shall it engage in any activity not permitted under the Florida Not for Profit Corporation Act or the corresponding provision of any future Florida Not for Profit Corporation Act.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

The Corporation is hereby organized on a non-stock basis. No dividend shall be paid, and no part of the income of the Corporation shall be distributed, to any member, Trustee or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and benefits may be conferred upon its members in conformity with its purposes) and no Member, Trustee or Officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any 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 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 VII

INITIAL BOARD OF TRUSTEES

The power of this Corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Trustees. The number of Trustees of the Corporation may be increased or diminished from time to time in accordance with the Bylaws but shall never be less than three (3) nor more than five (5).

The names and addresses of the Initial Board of Trustees are as follows:

| | | |
|---------------------------|---------------------------------------|------------------------------|
| Robert G. Ladd | 939 Blue Bird Street | Naples, Florida 34104 |
| Paul F. Lethbridge | 1580 25th Street SW | Naples, Florida 34117 |
| Owen K. Arthur | 873 Charlemagne Blvd. | Naples, Florida 34113 |

ARTICLE VIII

INDEMNIFICATION

Every person who now is or hereafter shall be a Trustee, Officer, Employee or Agent of the Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees), judgments, fines and amounts paid in defense and settlement, reasonably incurred by or imposed upon him by in connection with any threatened, pending or completed action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his or her being a Trustee, Officer, Employee or Agent of the Corporation, to the maximum extent permitted by law. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter is entitled as a matter of law.

ARTICLE IX

MEMBERSHIP

The authorized number of members of the Corporation, the qualifications for membership, the different classes of membership (if any), the rights and privileges of members, and their liability for dues and assessments (if any), and the method of collection thereof, shall be set forth in and regulated by the Bylaws of the Corporation. The membership in this Corporation shall consist of all persons who satisfy the criteria for membership in this Corporation as set forth in the Bylaws of the Corporation.

ARTICLE X

BYLAWS

The Board of Trustees of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority of the Trustees at any regular or special meeting called for

that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate actions that must be approve by members of the Corporation.

ARTICLE XI

AMENDMENT TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Florida Not for Profit Corporation Act, as amended; provided that all such amendments must be approved by a majority of the entire Board of Trustees then in office. Notwithstanding anything contained herein to the contrary, the Board of Trustees may not amend these Articles of Incorporation in any manner which is inconsistent with carrying on the operations of the Corporation as an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Law, and the Florida Not for Profit Corporation Act or the corresponding provision of any future Florida Not for Profit Corporation Act.

ARTICLE XII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of the Corporation is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE.**

ARTICLE XIII

INCORPORATOR


The name and address of each Incorporator is as follows:

ROBERT G. LADD

939 Blue Bird Street

Naples, Florida 34104

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for purposes of forming a Corporation pursuant to the Florida Not for Profit Corporation Act, have executed these Articles of Incorporation on this 26 day of Nov, 2003



ROBERT G. LADD

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of Nov, 2003, by **ROBERT G. LADD**, who is:

(CHECK ONE): ☐ personally known to me, or
 ☒ who has produced FL D.C. as identification,

and who did take an oath.



FAYE L. SCOTT
Notary Public, State of Florida
My Commission Expires 7/8/05
Commission No. DD033629

Faye L. Scott

Sign Above

Print Name:

Faye L. Scott

NOTARY PUBLIC, State of Florida at Large

My Commission number is:

My Commission expires:

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: Nov. 26, 2003.

Michael A. Baviello, Jr.

MICHAEL A. BAVIELLO, JR.
as Registered Agent