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P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA CATHOLIC, INC.
NOW KNOWN AS FLORIDA CATHOLIC MEDIA, INC.**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation ("Articles") of The Florida Catholic, Inc., now known as Florida Catholic Media, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on January 6, 2004 (the "Incorporation Date").

ARTICLE I

Name

- 1.1 The amended name of the Corporation is FLORIDA CATHOLIC MEDIA, INC.

ARTICLE II

Duration

- 2.1 The Corporation shall have perpetual existence unless sooner dissolved by operation of law.

ARTICLE III

Purpose

- 3.1 The Corporation is organized and shall be operated exclusively for charitable, religious and/or educational 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 of 1986, as amended ("Tax Code"). The purpose of the Corporation shall be, among other allowed non-profit purposes, to provide a portal to Catholic information in Florida and to increase communication through various media among Catholics.

ARTICLE IV

Powers

- 4.1 **General Powers.** This Corporation shall have all of the general powers granted to a Not For Profit Corporation as set forth in the Act, Section 617.0302 and 617.0303. This Corporation shall have the right to exercise such powers as are now or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein or incidental to the powers so conferred, or conducive to the furtherance thereof.

- 4.2 **Earnings Not To Inure To Benefit of Private Person.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof.

- 4.3 **No Power To Invalidate Status As Tax-Exempt Entity.** 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 Tax Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which

are deductible under section 170(c)(2) of the Tax Code, or the corresponding section of any future federal tax code.

4.4 **No Power To Campaign or Lobby.** 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V **Distribution on Dissolution**

5.1 Upon the dissolution of the Corporation, assets shall be distributed to an organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Tax Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a Court of Competent Jurisdiction 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 VI **Registered Agent and Principal Office**

6.1 **Registered Agent.** The name of the registered agent of this Corporation and the address of its registered office are as follows:

Registered Agent: Carol Brinati

Registered Office: 50 E. Robinson St., Suite G, Orlando, FL 32801

6.2 **Principal Office.** The street address and mailing address of this Corporation's principal office are as follows:

Street Address: 50 E. Robinson St., Suite G, Orlando, FL 32801

Mailing Address: Post Office Box 4993, Orlando, FL 32802-4993

ARTICLE VII **Directors**

7.1 **Number of Directors.** The number of directors of this corporation shall be set forth from time to time in the Bylaws of the corporation, provided however, the number of directors shall be at least three (3) at all times.

7.2 **Election of Directors.** The directors and all officers of the corporation shall be elected in the manner specified in the Bylaws of the Corporation.

ARTICLE VIII**Indemnification**

8.1 The Corporation shall indemnify and hold harmless any officer or director of the Corporation for all liabilities in the connection with any proceeding involving the officer or director by reason of his or her having been such officer or director to the full extent permitted under the laws of the State of Florida, as amended from time to time.

ARTICLE IX**Amendment**

9.1 The directors reserve the right to amend or repeal any provisions contained in these Articles, or any amendment hereto.

ARTICLE X**Headings and Captions**

10.1 The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE XI**Article Consolidation**

11.1 These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE XII**Approval**

12.1 The foregoing Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation which required member approval. The date of adoption of these Amended and Restated Articles of Incorporation by the members was March 22, 2021 and the number of votes cast for the amendment was sufficient for approval.

ARTICLE XIII**Effective Date**

13.1 The effective date of these Amended and Restated Articles of Incorporation will be as of the date of filing with the Department of State of the State of Florida.

The undersigned has executed these Amended and Restated Articles of Incorporation this 22 day
of May, 2021.

FLORIDA CATHOLIC MEDIA, INC.

By: 

Most Reverend John G. Noonan, Chairperson

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Carol Brinati
Carol Brinati, Registered Agent
Date: 03/22, 2021