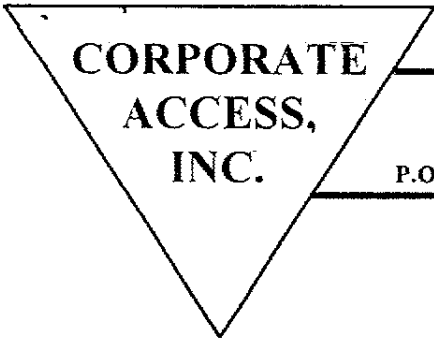




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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Good Work Radio, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**GOOD WORK RADIO, INC.**  
**(A NOT-FOR-PROFIT FLORIDA CORPORATION)**

THE UNDERSIGNED forms a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

**ARTICLE I**  
**NAME**

The name of this Corporation shall be:  
GOOD WORK RADIO, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is:

433 Plaza Real, Suite 275  
Boca Raton, Florida 33432

**ARTICLE III**  
**PURPOSES OF CORPORATION**

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code Section 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to, writing, producing and broadcasting a talk show for the education of the public on the purposes and benefits of tax exempt and charitable organizations (the "Talk Show") and doing all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulation for an entity which qualifies under Code Section 501(c)(3). The Talk Show will permit the public to have educational

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dialogue with professionals and experts in the field of tax exempt, charitable and educational institutions. The public will also engage in dialogue and have the opportunity to hear from individuals and corporations that have been recognized for their good work provided to the community. The purpose of this activity is to encourage the public to get more involved in charities and educational institutions as well as the encouragement of involvement in the community. By being educated in the area, the public will be more encouraged to actively participate. The Talk Show will also place great emphasis on referring the callers to specific charitable and educational organization whereby such person can be actively involved in the activities of that particular association.

C. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code Section 501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations that are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at the time of such dissolution, qualify as an exempt organization under Code Section 501(c)(3), 170(c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Palm Beach or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

**ARTICLE IV**  
**MANNER OF ELECTION**

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) Directors, which number may be increased from time to time as provided in the Corporation's Bylaws. The Board of Directors shall be appointed as provided in the Bylaws, and may be removed with or without cause from time to time as provided in the Bylaws.

**ARTICLE V**  
**INITIAL DIRECTORS**

Minda Drazin  
45-06 11<sup>th</sup>  
Long Island City, New York 11101

Fred Trins  
15 Bridle Way  
Fortlee, New Jersey 07024

Dr. Robert A. Bregman  
17584 Lake Park Rd.  
Boca Raton, Florida 33487

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered agent of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S REGISTERED AGENT CORPORATION  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

KTG&S REGISTERED AGENT CORPORATION  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VIII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors, and the By-Laws shall be hereby adopted at the first meeting of the Directors. Any amendment to the By-Laws shall be binding on all Directors of this Corporation.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

**ARTICLE X**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation shall be adopted by a majority of the Directors at a meeting in which a quorum exists.

**ARTICLE XI**  
**MEMBERS**

This Corporation shall have no Members.

**ARTICLE XII**  
**COMMENCEMENT**

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

DATED: January   , 2004

KTG&S REGISTERED AGENT CORP.

By:   
Michael Kosnitzky, President

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

Having been appointed registered agent of GOOD WORK RADIO, INC. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT CORP.

By: 

Michael Kosnitzky, President

Dated: January \_\_, 2004

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