

**No 4000008044**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE RIVER NETWORK, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is **THE RIVER NETWORK, INC.**

**ARTICLE II**

**ADDRESS**

The street address of the initial principal office of the Corporation is 4152 SW 107 Way, Davie, Florida 33328.

**ARTICLE III**

**PURPOSE**

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

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- (i) To engage in all forms of Christian broadcasting activity, including, without limitation, live and "on demand" video streaming on the Internet, television, AM and FM radio, microwave communication, closed circuit television, cable television, satellite television and subscription television.
- (ii) To syndicate and distribute Internet, radio and television programs.
- (iii) To own and operate one or more Internet websites dedicated to the activities of the Corporation, to own, lease and operate computer software and hardware to operate such websites, to own, lease and operate servers and other computer equipment to facilitate Internet access and related operations.
- (iv) To spread the Word of the Gospel through Internet broadcasting, television, radio and other forms of mass media and through the other activities of the Corporation for the purpose of educating the individual in the Word of God.
- (v) To publish, market, distribute and sell Christian books and other publications and to sell Christian literature, tapes, videos, DVDs, and other training materials through all mass media outlets, including, without limitation, to operate an Internet book store.
- (vi) To own, lease or otherwise provide places for and conduct public and private Christian religious worship services and Christian training through various forms of Christian ministry.
- (vii) To film, in all media formats, Christian worship services and training services for broadcast through all media outlets.
- (viii) To promote, encourage and support Christian ministers, churches and other Christian ministries in the United States of America and throughout the world, including,

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without limitation, those ministers and ministries employed by, associated with or affiliated with, the Corporation.

- (ix) To establish, promote, encourage and support Christian ministries for service throughout the world, including, without limitation, through ministers and ministries employed by, associated with, or affiliated with, the Corporation.
- (x) To conduct, establish and maintain Christian educational institutions.
- (xi) To solicit, collect, receive, and acquire contributions, gifts, legacies, bequests and endowments, consisting of money and property, whether real, personal or mixed.
- (xii) To buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor or lessee, or mortgage or otherwise dispose of any and all kinds of real property, whether real, personal or mixed and to receive property by devise or bequest.
- (xiii) To borrow money and to contract debts, to issue bonds, notes and other evidences of indebtedness and to secure them by any or all of the property of this Corporation or to issue them unsecured.
- (xiv) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, and without limit on amount, with any person or legal entity.
- (xv) To have and to exercise all of the powers conferred on nonprofit corporations by Chapter 617, Florida Statutes, as that law is now in effect or may at any time hereafter be amended.
- (xvi) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted

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or carried on by any organization exempt from taxation under Section 501 of the Internal Revenue Code and its Regulations and the laws of the State of Florida as they now exist or as they may be amended from time to time.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

#### ARTICLE IV

##### POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation. Further, the Corporation shall have the power to acquire by purchase, gift, lease, devise, bequest or otherwise, real or personal property of any kind, and wherever situate, and improve, hold, use and manage same; sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of, all or any part of its property, real or personal; and make contracts in connection therewith. The Corporation shall incur liabilities and borrow money at such rates of interest as the Corporation shall determine advisable; accept, hold, administer, invest and dispense such funds as may be given to it by any person or corporation; and do such other acts as the Corporation shall determine necessary or convenient to effectuate or sustain its corporate purpose.

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#### ARTICLE V

##### ELECTION AND APPOINTMENT OF DIRECTORS

The members of the Board of Directors of the Corporation will initially consist of three individuals and shall be elected and appointed as stated in the Bylaws of the Corporation. The number of the Directors may be increased or decreased from time to time, as provided in the Bylaws of the Corporation, but shall never be less than three (3) directors. The members of the Corporation shall consist of the members of the Board of Directors of the Corporation.

#### ARTICLE VI

##### LIMITATIONS ON RIGHTS AND POWERS

In order to comply with the restrictions and limitations imposed upon a tax-exempt charitable organization under Internal Revenue Code Section 501(c)(3), the rights and powers of the Corporation shall be limited as follows:

(1) The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on

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(i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### ARTICLE VII

##### MEMBERS RIGHTS

The rights, privileges, duties and obligations of the members shall be set forth in the bylaws of the Corporation.

#### ARTICLE VIII

##### DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the religious and benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to such other entities that qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation) as then determined by the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine to be used for charitable purposes similar to the purposes of the Corporation at such time. Nothing in these

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Articles shall be construed to prevent a contributor of endowment funds from specifically designating the entity or entities entitled to receive such funds upon dissolution of the Corporation; provided, that all such recipient(s) are still in existence and qualify as exempt organization(s) under Code Section 501(c)(3) (or any successor legislation).

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4152 SW 107 Way, Davie, Florida 33328, and the name of the initial Registered Agent of the Corporation is Robert W. Barron.

#### ARTICLE X

##### INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Robert W. Barron	4152 SW 107 Way Davie, Florida 33328

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 15th day of August 2004.

  
ROBERT W. BARRON, Incorporator

**ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of THE RIVER NETWORK, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

  
Robert W. Barron  
Initial Registered Agent

As of August 15, 2004

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