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Division of Corporations

ROGERS TOWERS

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FLORIDA NON-PROFIT CORPORATION

WXEL Public Broadcasting Corporation

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**ARTICLES OF INCORPORATION
OF
WXEL PUBLIC BROADCASTING CORPORATION**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of this corporation (the "Corporation") shall be: WXEL Public Broadcasting Corporation.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The initial principal office and mailing address of the Corporation will be located at 450 W. 33rd Street, New York, New York 10001-2603, and may be changed to such other address as may be determined by the Board of Directors from time to time.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE II
PURPOSES**

(a) The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as a "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of the Educational Broadcasting Corporation ("EBC"), a New York corporation and an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code. The Corporation intends to qualify and at all times operate as a Type 1 supporting organization. The Corporation's purposes shall include conducting or supporting activities for the benefit of or to carry out the purposes of EBC. The Corporation will at all times be operated, supervised, and controlled, directly or indirectly, by EBC. In carrying out its purpose of supporting EBC, the Corporation will acquire, own, and operate certain noncommercial radio and television broadcast stations in Florida.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

(vi) At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE III MEMBERSHIP

The initial members of the Corporation shall be EBC and the Community Broadcast Foundation of Palm Beach and the Treasure Coast, Inc. ("CBF"), a Florida not-for-profit corporation. EBC and CBF shall have all of the rights and privileges of members as set forth in the Bylaws of the Corporation, provided that EBC shall at all times control a majority of the Board of Directors.

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ARTICLE IV
DIRECTORS

The members of the Board of Directors shall be elected as stated in the Bylaws of the Corporation. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

EBC-Appointed Directors:

Carmen M. DiRienzo
S. William Scott

450 W. 33rd Street, New York, NY 10001
601 Clearwater Park Road, West Palm Beach, FL 33401

CBF-Appointed Director:

Richard P. Zaretsky

1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, FL 33401

ARTICLE V
AMENDMENTS TO ARTICLES

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Directors with the duly authorized written consent of EBC. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Corporation.

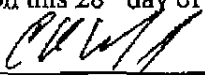
ARTICLE VI
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws with the duly authorized written consent of EBC.

ARTICLE VII
INCORPORATION

The name and address of the sole incorporator of the Corporation is Charles R. Curley, Jr., whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 28th day of July, 2005.



Charles R. Curley, Jr.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

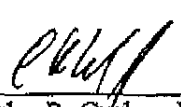
WXEL PUBLIC BROADCASTING CORPORATION

2. The name and address of the registered agent and office are:

**CHARLES R. CURLEY, JR.
1301 RIVERPLACE BOULEVARD, SUITE 1500
JACKSONVILLE, FLORIDA 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

Dated: July 28, 2005



Charles R. Curley, Jr.

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