

06/19/2007

Division of Corporations

STEARNS WEAVER MILLER WEISSLER ALHADEFF

001/005

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NO 700000 6108

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

CLASSIX OF SOUTH FLORIDA, INC.

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**ARTICLES OF INCORPORATION
OF
CLASSIX OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

**ARTICLE I
NAME**

The name of the corporation is *Classix of South Florida, Inc.* (the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and mailing address of the Corporation is 150 West Flagler Street, Suite 2300, Miami, Florida 33130.

**ARTICLE III
PURPOSE**

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the corporation is organized are to be exclusively for the benefit of, to perform the functions of, of to carry out the purposes of providing assistance to non-commercial media and media training. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

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ARTICLE IV POWERS

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V BOARD OF DIRECTORS

The members of the Board of Directors of the Corporation shall be appointed or elected in the manner set forth in the Bylaws of the Corporation. The initial director of the Corporation shall be Thomas J. Quarles.

ARTICLE VI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution South Florida Public Media Company, a Florida not for profit corporation, provided that South Florida Public Media Company, is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), at the time of dissolution of the Corporation. Any assets not so disposed of shall be contributed to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE VII PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private person or for-profit corporations, 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 III hereof.

ARTICLE VIII REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

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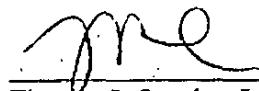
Thomas J. Quarles, Esq.
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2300
Miami, Florida 33130

ARTICLE IX
INCORPORATOR

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

Thomas J. Quarles, Esq.
150 West Flagler Street, Suite 2300
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 19th day of June, 2007



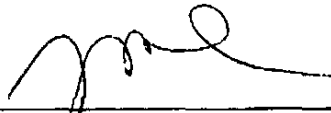
Thomas J. Quarles, Incorporator

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REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process for Classix of South Florida, Inc. at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Thomas J. Quarles, Registered Agent

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