

NO8000008847

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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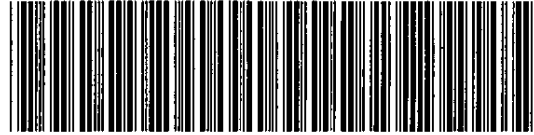
(Business Entity Name)

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08 SEP 22 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
9/23



lammons@trenam.com
reply to: St. Petersburg
727-824-6205 direct

September 18, 2008

VIA REGULAR MAIL

Registration Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Heart Media Foundation, Inc.

Dear Sir or Madam:

I am enclosing the Articles of Incorporation of Heart Media Foundation, Inc. for filing with the Secretary of State. Also enclosed is Check No.011040 for \$78.75, which amount represents the filing fee. Once filed, please send the certified copy to our St. Petersburg office.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons', with a stylized flourish at the end.

Lori L. Ammons
Legal Assistant

Enclosures (2)

Department of State -Articles of Incorporation/Heart-2794265v1

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602
Tel: (813) 223-7474
Fax: (813) 229-6553

www.trenam.com

200 Central Avenue, Suite 1600
St. Petersburg, Florida 33701
Tel: (727) 896-7171
Fax: (727) 822-8048

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**ARTICLES OF INCORPORATION
OF
HEART MEDIA FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit, hereby adopts the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

Article 1

Name

The name of this corporation is:

HEART MEDIA FOUNDATION, INC.

Article 2

Corporate Purposes

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in section 501(c)(3) of the Internal Revenue Code. The corporation shall not operate for pecuniary profit, and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of any person having a personal and private interest in the activities of the corporation.

The term "Internal Revenue Code," as used in these Articles of Incorporation means the Internal Revenue Code of 1986, as amended, and analogous provisions of future law.

Article 3

Registered Office and Agent

The street address of the registered office of this corporation is

101 E. Kennedy Boulevard
Suite 3300
Tampa, Florida 33602

The name of the registered agent of this corporation at that address is:

J. Patrick Michaels, Jr.

Article 4

Principal Office

The principal office of the corporation is:

101 E. Kennedy Boulevard
Suite 3300
Tampa, Florida 33602

Article 5

Mailing Address

The mailing address of the corporation is:

101 E. Kennedy Boulevard
Suite 3300
Tampa, Florida 33602

Article 6

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The Corporation shall initially have three (3) directors. The individuals who shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

Martine N. Smitka
5815 Zumirez Drive
Malibu CA 90265-4075

David Thompson
2020 Guadalupe Road, 5
Gilbert, AZ 85233-2804

Steven Kofsky
1547 Fourteenth Street
Santa Monica CA 90404

Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

Article 7

Incorporator

The name and address of the incorporator is:

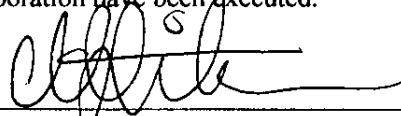
Martine N. Smitka
5815 Zumirez Drive
Malibu CA 90265-4075

Article 8

Disposition of Assets on Dissolution

Unless otherwise prescribed by law, upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities and obligations of the corporation, shall transfer all of the corporation's remaining assets to one (1) or more organizations described in section 501(c)(3) of the Internal Revenue Code, that are exempt from Federal income taxation under section 501(a) of the Internal Revenue Code.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed.



MARTINE N. SMITKA
Incorporator

HEART MEDIA FOUNDATION, INC.

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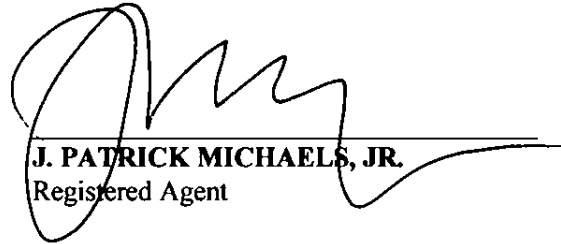
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Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for Heart Media Foundation, Inc. at the place designated in the foregoing Articles of Incorporation, 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.



J. PATRICK MICHAELS, JR.
Registered Agent