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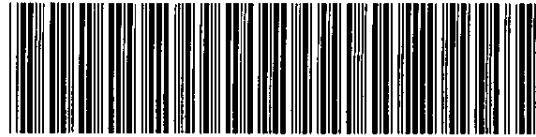
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight NOV 26 2008

## COVER LETTER

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

**SUBJECT:** The Monitor of the Palm Beaches, Inc. - Articles of Incorporation  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Allan Doherty

Name (Printed or typed)

820 8th Terrace

Address

Palm Beach Gardens, FL 33418

City, State & Zip

561-676-7700

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION OF  
THE MONITOR OF THE PALM BEACHES, INC.**

**ARTICLE 1**

**NAME**

1.1 The name of the Corporation shall be:  
The Monitor of the Palm Beaches, Inc.

**ARTICLE 2**

**PURPOSE**

2.1 This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

2.2 To achieve the above stated purpose, this Corporation will exist:

- a. to create and sustain an independent, unbiased, non-profit, local news source;
- b. to consistently deliver ground-breaking, high-quality, investigative journalism to the citizens of Palm Beach County;
- c. to assist local residents in making informed, educated decisions about relevant social and political issues by reporting on education, science, the environment, public health, public safety and local government issues primarily in West Palm Beach, Riviera Beach, Palm Beach Gardens and Jupiter;
- d. to maintain an online presence, making continually updated information available 24-hours a day;
- e. to provide the local community with the ability to participate in improving its quality of life while simultaneously strengthening and reinforcing the country's democratic system;
- f. to perform activities which may be necessary, incidental or desirable, to accomplish any of the foregoing purposes so long as the activities are permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

2.3 To enhance our corporate mission, this Corporation will provide news coverage of the Arts (Opera, Ballet, Theater, etc.) which is no longer a priority with conventional, local, news sources.

**ARTICLE 3  
LIMITATIONS**

3.1 None of the operations of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and

3.2 No part of the net earnings or donations or gifts of the Corporation shall inure to the benefit of any Officer, Director or Board Member or any other individual except when they are performing services rendered to or for the Corporation in furtherance of one or more of the Corporation's purposes as determined by the Board of Directors.

3.3 No assets shall be provided, in the form of a loan, to any Officer, Director or Board Member or any other individual, nor shall any Officer, Director or Board Member or any other individual guarantee to any person the offer of a loan utilizing any of the Corporation's assets.

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3.4 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

#### **ARTICLE 4 AUTHORITY**

4.1 The Corporation shall further its purpose, as stated in Article 2, by accepting gifts and donations, both public and private, and utilizing them as payment for services rendered by employees or contractors who are directed by the Board of Directors to fulfill the Corporation's mission.

4.2 The Corporation, including Officers, Directors, Board Members, employees and contractors, are authorized to conduct their activities to accomplish the Corporation's mission as permitted by the laws of the State of Florida and within the guidelines of activities permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4.3 The Board of Directors, has the exclusive authority to appoint committees or officers to hire or direct employees or contractors to accomplish the corporate mission.

4.4 The Board of Directors, has the authority to determine the best means by which the Corporation's mission shall be accomplished. This authority shall include but not be limited to the authority to purchase needed resources and agree to real estate leases.

#### **ARTICLE 5 MEMBERSHIP**

5.1 The Corporation shall have no members.

#### **ARTICLE 6 BOARD OF DIRECTORS**

6.1 The management and affairs of the Corporation shall be under the direction of the Board of Directors whose authority in governing the Corporation shall be defined by statute and by the Corporation's Bylaws.

6.2 The number of Directors shall be fixed in accordance with the Bylaws of the Corporation, and may be altered by amending the Bylaws, but shall never be less than required by law in the State of Florida.

6.3 The first Board of Directors shall be comprised of the following individuals:

Sally Apgar  
103 East Thatch Palm Circle  
Jupiter, FL 33458

Patricia Doherty  
820 8<sup>th</sup> Terrace  
Palm Beach Gardens, FL 33418

Allan Doherty  
820 8<sup>th</sup> Terrace  
Palm Beach Gardens, FL 33418

6.4 All Directors serving on the first Board of Directors shall serve indefinite terms. As a general rule the Board of Directors shall review its Officers once a year for the purpose of considering whether or not to keep or replace them (this review, however, is not mandatory).

6.5 The terms of office of Directors, other than the first Board of Directors, shall be fixed by the Bylaws of the Corporation and may be altered by amending the Bylaws.

6.6 No Director shall have any right, title, or interest in or to any property or asset of the Corporation.

#### **ARTICLE 7**

##### **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

7.1 No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever; nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

#### **ARTICLE 8**

##### **REGISTERED OFFICE AND MAILING ADDRESS**

8.1 The Corporation's registered office is located at:  
The Monitor of the Palm Beaches, Inc  
6231 PGA Blvd  
Suite 104-272  
Palm Beach Gardens, FL 33418

8.2 The Corporation's mailing address is:  
The Monitor of the Palm Beaches, Inc  
6231 PGA Blvd  
Suite 104-272  
Palm Beach Gardens, FL 33418

#### **ARTICLE 9**

##### **DISSOLUTION**

9.1 In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary or by operation of law, assets shall be distributed by a majority vote of the Board of Directors. The distribution will initially be directed to the payment of all debts, obligations, liabilities, costs and expenses of the corporation. Further distribution shall be made to corporations organized for such purposes as shall at such time qualify as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Any such assets not so disposed of shall be disposed of by a Court of Competent 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.

**ARTICLE 10  
AMENDMENTS OF ARTICLES**

10.1 These Articles may be amended in the manner now or hereafter prescribed by law.

**ARTICLE 11  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

11.1 The name and mailing address of the Initial Registered Agent are as follows:

Allan Doherty  
6231 PGA Blvd  
Suite 104-272  
Palm Beach Gardens, FL 33418

11.2 Having been named as registered agent to accept services of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



\_\_\_\_\_  
Signature of Registered Agent

11/19/08  
Date

**ARTICLE 12  
INCORPORATOR**

12.1 The name and mailing address of the Incorporator are as follows:

Allan Doherty  
820 8<sup>th</sup> Terrace  
Palm Beach Gardens, FL 33418

12.2 The undersigned Incorporator certifies that he will execute these Articles for the purposes herein stated, and that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to criminal penalties for perjury as set forth in Florida Statutes.



\_\_\_\_\_  
Signature of Incorporator

11/19/08  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED