



THE UNITED STATES
CORPORATION
COMPANY

NO 9672

ACCOUNT NO. : 072100000032

REFERENCE : 519979 5801A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizito

ORDER DATE : September 5, 1997

ORDER TIME : 1:14 PM

ORDER NO. : 519979-005

CUSTOMER NO: 5801A

300002286323--4

CUSTOMER: Ms. Laurie L. Giarrusso
Pavese Garner Haverfield

1833 Hendry Street
Fort Myers, FL 33901-3095

DOMESTIC AMENDMENT FILING

NAME: SOUTHWEST FLORIDA COMMUNITY
RADIO, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

NC
9/5/97

FILED
97 SEP -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -5 PM 3:00
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION FOR
SOUTHWEST FLORIDA COMMUNITY RADIO, INC.**

FILED
97 SEP - 5 PM 3:03
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of Section 617.1002 of the Florida Not-For-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Southwest Florida Community Radio, Inc.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the members of the Corporation eligible to vote by the execution of written statements manifesting their intention that such amendment be adopted (see attached Exhibits A and B) in the manner prescribed by Section 617.0821 of the Florida Not-For-Profit Corporation Act:

Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

The name of the corporation is WAY-FM Media Group, Inc., a non-profit corporation, and the principal address of the corporation is Post Office Box 61275, Fort Myers, FL 33906-1275.

3. The foregoing Amendments shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 19 day of August, 1997.

SOUTHWEST FLORIDA COMMUNITY RADIO, INC.

BY: Robert D. Augsburg

Robert D. Augsburg, President

And BY: Felice Augsburg

Felice Augsburg, Secretary

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

BEFORE ME, the undersigned authority, personally appeared ROBERT D. AUGSBURG, President, who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Brentwood in said County and State this 19th day of August, 1997.

Delma Bogly

Notary Public

My Commission Expires: 5-3-2000

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

BEFORE ME, the undersigned authority, personally appeared FELICE AUGSBURG, Secretary, who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Brentwood in said County and State this 19th day of August, 1997.

Delma Bogly

Notary Public

My Commission Expires: 5-3-2000

FAWPDATASCHWAVFMAARTICLES AND

**STATEMENT OF CONSENT IN LIEU OF A
SPECIAL JOINT MEETING OF DIRECTORS OF
SOUTHWEST FLORIDA COMMUNITY RADIO, INC.**

The undersigned, constituting all the directors of Southwest Florida Community Radio, Inc., a Florida not-for-profit corporation, waiving all requirements of notice, consent to the actions specified below and adopt the following resolutions by this written consent, without a meeting, pursuant to Section 617.0821, Florida Statutes.

1. The directors of this Corporation hereby adopt an Amendment to the Articles of Incorporation of this corporation hereby amending the Articles as follows:

AMENDMENT I

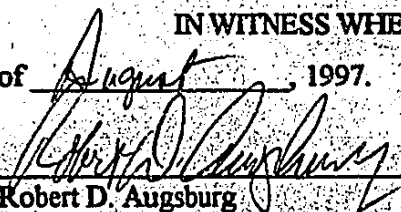
Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

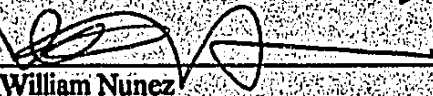
The name of the Corporation is WAY-FM MEDIA GROUP, INC., a non-profit corporation and the principal address of the corporation is Post Office Box 61275, Fort Myers, FL 33906-1275.

2. The officers of the Corporation are directed to take all steps required to effect such amendment and to file the same with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Consent this 8 day of August, 1997.

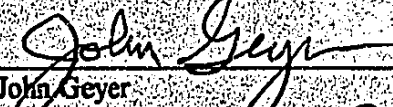

Robert D. Augsburg

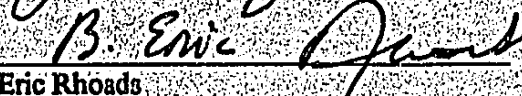

Felice Augsburg


William Nunez


Robby Newton


Glen Schaffer


John Geyer


Eric Rhoads

PAW7DATA\SCH\WAYFM\STMT\LIEU.SPE

Exhibit A

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

(1) I am the duly appointed secretary of Southwest Florida Community Radio, Inc., a not-for-profit corporation doing business under the laws of Florida;

(2) Pursuant to the provisions of Sections 617.0701 Florida Statutes, the members of Southwest Florida Community Radio, Inc., approved an amendment to the Articles of Incorporation, changing the name of the corporation to WAY-FM Media Group. The action is evidenced by written consents describing the action and signed by a majority of the approving members entitled to vote on such action and delivered to the corporation by delivery to its principal place of business, the corporate secretary or another officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. See attachment A for the general form submitted to the members. Said consents meet the 60 day requirement set forth in Section 617.1001(4)(a), Florida Statutes.

(3) The following resolution of the Directors of Southwest Florida Community Radio, Inc., was put before the members:

"Resolved, that the resolution of the Directors of Southwest Florida Community Radio, Inc., to amend the Articles of Incorporation of Southwest Florida Community Radio, Inc., is adopted, and

"Further resolved, that the officers of the corporation are authorized and directed to take the appropriate action to implement this resolution."

(4) Written consents were obtained from the members authorizing said action as follows:

Members Entitled to Vote

7

Voting Yes

7

Voting No

0

the following resolution was adopted:

"Resolved, that the resolution of the Directors of Southwest Florida Community Radio, Inc. to amend the Articles of Incorporation of Southwest Florida Community Radio, Inc., is adopted, and

"Further resolved, that the officers of the corporation are authorized and directed to take the appropriate action to implement this resolution."

Dated Aug 8th, 1997.

Southwest Florida Community Radio, Inc.

BY:

Felice Augsburg
Felice Augsburg, its Secretary

FAWPDATA\SCIAWAYFM\CERTOF.SEC

Exhibit B

BALLOT

The following resolution is placed before the membership by the Directors of the Southwest Florida Community Radio, Inc..

RESOLVED that the Resolution of the Directors of the Southwest Florida Community Radio, Inc., to amend Article I of the Articles of Incorporation of Southwest Florida Community Radio, Inc., is adopted to read as follows:

ARTICLE I

The name of the corporation is WAY-FM MEDIA GROUP, INC., a non-profit corporation, and the principal address of the corporation is Post Office Box 61275, Fort Myers, Florida 33906-1275;

AND FURTHER RESOLVED that the officers of the Corporation are authorized and directed to take the appropriate action to implement this resolution.

I hereby consent to voting by ballot in lieu of holding a membership meeting to vote on this resolution and hereby cast my vote with regard to the resolution as follows:

_____ **AYE**

_____ **NAY**

Date: _____

Signature _____

(Name & Address, Please Print)