

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000118737 3)))



H100001187373ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BRASHEAR & ASSOC., P.L.
Account Number : I20070000073
Phone : (352) 336-0800
Fax Number : (352) 336-0505

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: pierre@flaglerlive.com

FLORIDA PROFIT/NON PROFIT CORPORATION

FlaglerLive.com, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

((H10000118737 3)))

**ARTICLES OF INCORPORATION
OF
FLAGLERLIVE.COM, INC.
(A Corporation Not-For-Profit)**

**ARTICLE I
NAME; EFFECTIVE DATE**

The name of the corporation (the "Corporation") is **FlaglerLive.Com, Inc.** Pursuant to Florida Statutes Sec. 617.0203, these Articles shall be effective as of the date occurring five (5) business days prior to their filing with the Florida Department of State.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 33 Postman Lane, Palm Coast, Florida 32164. The mailing address of the Corporation is P.O. Box 354623, Palm Coast, Florida 32081.

**ARTICLE III
PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain.

The purposes of this Corporation are:

To operate as a public trust providing independent, quality news coverage primarily for Flagler County, Florida, but in the context of state, national and world affairs.

To explore new forms of journalism in Internet media.

To provide educational partnerships for journalism students in the public schools and public colleges serving Flagler County.

To provide a forum for intelligent commentary and discussion on public, cultural and social issues.

To foster, support and enrich local arts and culture.

To preserve Flagler County history through digital media.

((H10000118737 3)))

FILED
10 MAY 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H10000118737 3)))

The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV MEMBERS

The Corporation shall have no members.

ARTICLE V DIRECTORS

Section 1. The Board of Directors of the Corporation shall consist of at least three Directors, to be elected as provided in the Bylaws. The names and addresses of the Corporation's initial directors are:

Pierre Tristam
33 Postman Lane
Palm Coast, Florida 32164

Merrill Shapiro, chairman
58 Mount Vernon Lane
Palm Coast, Florida 32164

Jim Guines
3 Woodlyn Lane
Palm Coast, Florida 32164

Linda Lowen
P.O. Box 354623
Palm Coast, Florida 32081

Donald Musser
1521 Woodside Dr
DeLand, Florida 32720-3680

David Wiggins
3855 Winston Rd.
DeLand, Florida 32720

((H10000118737 3)))

((H10000118737 3)))

Section 2. The Board of Directors may, by resolution or amendment to the Bylaws, increase or decrease the number of Directors at any time; *provided* that there shall never be fewer than three Directors, or such other minimum number as may be required by Florida law.

Section 3. The Directors shall exercise all powers of the Corporation.

ARTICLE VI OFFICERS

The officers and their manner of election shall be as provided in the Bylaws or by action of the Directors.

ARTICLE VII TITLE TO PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII REGISTERED AGENT

The name and address of the Corporation's registered agent is:

Pierre Tristam
33 Postman Lane
Palm Coast, Florida 32164

ARTICLE IX AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE X DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

((H10000118737 3)))

((H10000118737 3)))

Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Corporation. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Pierre Tristam
33 Postman Lane
Palm Coast, Florida 32164

ARTICLE XII CHARITABLE RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

((H10000118737 3)))

((H10000118737 3)))

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of May, 2010.

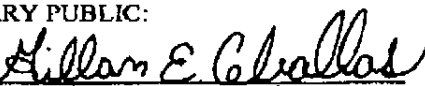


Pierre Tristam, Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 17 day of May, 2010, by Pierre Tristam, who is personally known to me or has produced FL Disc T823660644210 as identification.

NOTARY PUBLIC:

Sign: 
Print: Gillan E. Ceballos

State of Florida At Large
(Seal)

My Commission Expires: July, 2010
Title/Rank: _____
Commission Number _____



GILLAN ELIZABETH CEBALLOS
Notary Public, State Of Florida
My Commission Expires July 17, 2010
Commission No. # DD 574889

((H10000118737 3)))

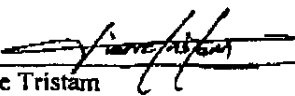
((H10000118737 3)))

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

The following is submitted in compliance with Section 617.0501, Florida Statutes:

FlaglerLive.com, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Pierre Tristam as its registered agent to accept service of process at its office within this state, located at 33 Postman Lane, Palm Coast, FL 32164.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


Pierre Tristam
Registered Agent

Date May 17, 2010

FILED
10 MAY 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H10000118737 3)))