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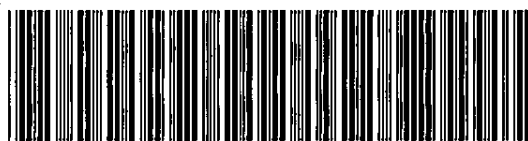
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**ARTICLES OF INCORPORATION**  
**OF**  
**FINDLATER INSTITUTE FOR NEWS DEVELOPMENT, INC.**

The undersigned subscribes to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not-for-profit and further states as follows:

**ARTICLE I**  
**Name and Principal Place of Business**

The name of the corporation is the "Findlater Institute for News Development, Inc." The initial principal place of business is: 5555 Heron Point Drive, Naples, Florida 34108.

**ARTICLE II**  
**Duration**

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III**  
**Purposes**

This corporation is organized as a charitable, educational and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established for the following specific purposes:

1. To conduct research and to educate the public about the importance of maintaining an

independent democratic government, a fair electoral process and an impartial judiciary free from outside influences that diminish the electorate's confidence in democracy itself;

2. To conduct independent research and report on matters which could compromise the integrity of Florida's government, electoral process and/or its judiciary by exposing outside influences. These matters may include, but are not limited to, the sources of large monetary contributions and the resulting preferential treatment of the donors' industries, associations, businesses or personal benefit;

3. To educate the public, provoke thought and inspire discussions and debate about the findings of such research by disseminating through media channels the research findings and recommendations regarding how Florida's government, judiciary and electoral processes may be improved upon and how improper practices can be eliminated in order to increase transparency and accountability relating to the effect of money in politics;

4. To raise adequate funds from individuals, foundations, businesses, associations and other entities to underwrite the costs of the corporation's activities consistent with these purposes and as permitted for an organization exempt pursuant to Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended; and

5. To transact any and all other lawful business activities permitted of a corporation not-for-profit established under the Florida Not-for-Profit Corporation Act, and to distribute the whole or any part of the income and principal derived from such activities exclusively for charitable, religious, scientific, literary or educational purposes, either directly or through contributions to other organizations which qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

#### ARTICLE IV Restrictions

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 persons; provided, however, the corporation shall be

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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 and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation. 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 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.

#### ARTICLE V Members

Membership in Findlater Institute for News Development, Inc. shall be as set forth in classifications set forth in the bylaws of the corporation. The rights of different classes of members may be described in the bylaws of the corporation or in policies of the corporation adopted, from time to time, by the Board of Directors.

#### ARTICLE VI

The name and street address of the registered agent of the corporation is:

Ronald G. Meyer, Esquire  
131 North Gadsden Street  
Tallahassee, Florida 32301

#### ARTICLE VII Board of Directors

The affairs of the corporation shall be managed by a Board of Directors which shall consist of no fewer than three nor more than twenty members. The number and method of selection of directors shall be prescribed in the bylaws. There shall be no limit on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or

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other approved activities directly related to the corporation's purposes. Board members shall serve two year terms; provided, however, the initial directors appointed by the incorporator shall be appointed for staggered terms of one or two years as provided in the bylaws.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

#### ARTICLE VIII Officers

The corporation shall have such officers as may be provided for in the bylaws. The manner of selection of officers shall also be provided for in the bylaws. The corporation shall have at least the following officers:

- President/Chairman
- Secretary
- Treasurer

Any one individual may hold more than one office in the corporation. Duties of officers shall be described in the bylaws.

#### ARTICLE IX Indemnification of Officers and Directors

As provided in the bylaws, officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

#### ARTICLE X Non-Stock Basis

This corporation is organized on a non-stock basis.

**ARTICLE XI**

**Dissolution**

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

**ARTICLE XII**

**Amendment**

Amendment of these articles shall require the approval of a two-thirds vote of the Board of Directors at a meeting of the Board. At least thirty (30) days prior to the Board meeting, the text of any proposed amendments shall be furnished to the directors of the corporation. The membership of the corporation may alter or rescind a proposed amendment by majority vote of those members present at the annual business meeting or by mail ballot furnished to the membership as may be provided for in the bylaws and decided by majority vote.

**ARTICLE XIII**

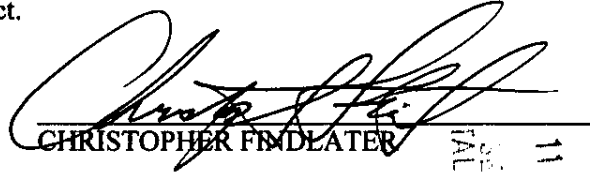
**Incorporator**

The name and address of the incorporator subscribing to these Articles of Incorporation are set forth below:

Christopher Findlater  
5555 Heron Point Drive  
Naples, Florida 34108

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IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.

  
CHRISTOPHER FINDLATER

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SECRETARY OF STATE  
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VERIFICATION

STATE OF FLORIDA )  
COUNTY OF Miami Dade )

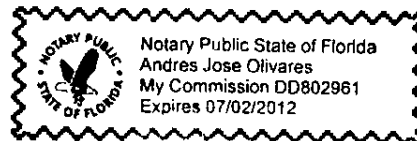
The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of October, 2011, by Christopher Findlater, who is        personally known to me or ✓ who produced satisfactory identification to me (check one).

WITNESS my hand and seal in the County and State named above on this 10<sup>th</sup> day of October, 2011.

My Commission Expires: 07/02/2012

Notary Public: Andres Olivares  
Printed Name

  
NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

Ronald G. Meyer, Esquire, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 131 North Gadsden Street, Tallahassee, Florida 32301.

  
RONALD G. MEYER