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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SFPBS FOUNDATION, INC.**

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FAN: H15000273520 3

STATE OF FLORIDA  
NON-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF  
SFPBS FOUNDATION, INC.

Pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of the corporation is the SFPBS Foundation, Inc. (the "Foundation").
- (b) The Foundation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Foundation is 14901 NE 20<sup>th</sup> Avenue, Miami, FL 33181-1121. The principle office and mailing address of the Foundation may be changed to such other address as may be determined by the Board of Trustees from time to time.
- (d) The registered agent of the Foundation is Dolores Sukhdeo whose address is 14901 NE 20<sup>th</sup> Avenue, Miami, FL 33181-1121.

ARTICLE II  
PURPOSES

(a) The Foundation is organized exclusively for the charitable, educational, literary, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as a "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of South Florida PBS, Inc., a Florida not for profit corporation ("SFPBS") which operates educational broadcasting licenses, and an organization described in Section 501(c)(3) of the Code. The Foundation intends to qualify and at all times operate as a Type I supporting organization. The Foundation's purposes shall include support of broadcasting and other media for the distribution of educational materials and services for life-long learning. In carrying out its purpose, the Foundation will support and benefit the purposes of SFPBS, including supporting certain noncommercial broadcast stations and digital media in Florida whose missions are to provide life-long learning opportunities.

(b) Notwithstanding any other provision of these Articles of Incorporation:

- (i) The Foundation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure

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FAN: H15000273520 3

to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation and payments and distributions may be made in furtherance of one or more of its purposes); and no Trustee, Officer, or any private individual shall be entitled to share in the distributions of any of the Foundation's assets on dissolution of the Foundation.

(ii) No substantial part of the activities of the Foundation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Foundation has chosen to utilize the benefits authorized by that statutory provision). The Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Foundation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Trustees to charitable organizations then qualified under Section 501(c)(3) of the Code or to the federal government, or to a state or local government, for a public purpose. Any assets of the Foundation so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable jurisdiction) of the county in which the principle office of the Foundation 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.

(v) The Foundation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III  
CORPORATE POWERS

The Foundation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Foundation's exempt purposes as provided in Article II.

ARTICLE IV  
TRUSTEES

The affairs and business of the Foundation shall be managed by its Board of Trustees, which shall have at least three (3) members. The members of the Board of Trustees, officers of

FAN: H15000273520 3

the Foundation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Foundation.

**ARTICLE V**  
**MEMBERS**

The Foundations shall have one (1) Member. The Member of the Foundation is SFPBS. At no time shall the Foundation have more than one (1) Member, unless otherwise determined solely by SFPBS.

**ARTICLE VI**  
**AMENDMENTS TO ARTICLES**

From time to time, and in furtherance of the exempt purposes for which the Foundation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Trustees. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Foundation.

**ARTICLE VII**  
**BYLAWS**

The Board of Trustees of the Foundation shall adopt such Bylaws for the conduct of the business of the Foundation in carrying out its purpose as the Board of Trustees may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Foundation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Foundation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Foundation, or of any other corporation, partnership, joint venture, trust or other enterprise on which he or she served as such at the request of the Foundation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

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FAN: H15000273520 3

**ARTICLE IX  
INCORPORATION**

The name and address of the incorporator of the Foundation is Dolores Sukhdeo, 14901 NE 20<sup>th</sup> Avenue, Miami, FL 33181-1121.

Signed by the Sole Member and incorporator of the Foundation this 16<sup>th</sup> day of November, 2015.

SFPBS FOUNDATION, INC.

By:   
Dolores Sukhdeo, Chief Executive Officer

FAN: H15000273520 3

**SOUTH FLORIDA PBS FOUNDATION, INC.**

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

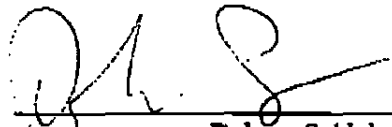
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident office/resident agent, in the State of Florida.

1. The name of the Foundation is: SFPBS FOUNDATION, INC.
2. The name and address of the registered agent and office are:

Dolores Sukhdeo  
14901 NE 20<sup>th</sup> Avenue  
Miami, FL 33181-1121

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: November 16, 2015



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Dolores Sukhdeo