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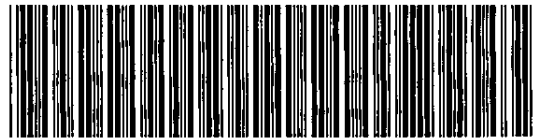
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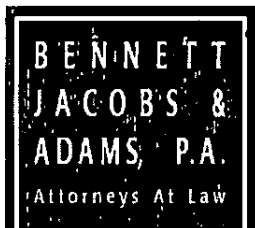


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*[Signature]* 11/16/16



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BRENDA K. WONG\*

November 10, 2016

**Via FedEx**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center  
Tallahassee, Florida 32301

RE: LKLD Live, Inc.  
BJA File No.: 2016-17419

Ladies and Gentlemen:

Enclosed please find the following documents:

1. **Original** Articles of Incorporation of LKLD Live, Inc. for filing, and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee.

Please file the Articles of Incorporation and return a certified copy of same to me.

If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
BENNETT, JACOBS & ADAMS, P.A.

John F. Wendel

JFW:jad/ACEA6A4A28A3B882

enclosures

cc: Charles McDanal (with enclosures)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813 272.1400 • FAX: 888 644 4703

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LAKELAND 5304 SOUTH FLORIDA AVENUE, SUITE 404 • LAKELAND, FLORIDA 33813 • PHONE: 888 644 9911 • FAX: 888 644 9904

[WWW.BJA-LAW.COM](http://WWW.BJA-LAW.COM)

**ARTICLES OF INCORPORATION  
OF  
LKLD Live, Inc.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is **LKLD Live, Inc.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on the date on which the Articles of Incorporation are filed with the Division of Corporations of the Florida Department of State.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 202 North Massachusetts Avenue, Lakeland, Florida 33801.

**ARTICLE IV.  
PURPOSES**

The corporation is organized and shall operate exclusively for educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall include the development, production, and promotion of community activities such as artistic performances, classes, conferences, lectures, programs, and seminars in and for the benefit of the greater Lakeland, Florida community and beyond. The corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code are not permitted to engage.

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## **ARTICLE V. MEMBERS**

The corporation shall have no members whatsoever.

## **ARTICLE VI. BOARD OF DIRECTORS**

The business and property of the corporation shall be managed solely and exclusively by a board of directors which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with these Articles of Incorporation and the Bylaws. The number of directors may be increased or decreased from time to time and at any time in accordance with these Articles of Incorporation and the Bylaws, but there shall never be less than three (3) nor more than nine (9) directors, and no reduction in the number of directors shall operate to deprive an incumbent director of his or her seat on the board of directors.

The incorporator of the corporation shall hold an organizational meeting to elect three directors. Immediately after the directors shall be assembled in consequence of their election, they shall be divided as equally as may be into three classes, to be known as Class I, Class II, and Class III. The seats of the directors of Class I shall be vacated upon the adjournment of the annual meeting of directors to be held in 2017, the seats of the directors of Class II shall be vacated upon the adjournment of the annual meeting of directors to be held in 2018, and the seats of the directors of Class III shall be vacated upon the adjournment of the annual meeting of directors to be held in 2019, so that one third of the directors shall be chosen each year, with each director to be chosen for a term of three years. If vacancies happen by resignation, or otherwise, the remaining directors of the corporation, whether or not constituting a quorum, shall have power to fill up such vacancies for the balance of the unexpired term.

Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses reasonably incurred in the performance of their duties as directors as determined by the board of directors of the corporation. The board of directors of the corporation shall, by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors at which a quorum is present, have the right to remove, with or without cause, any director and to replace any director so removed. A quorum shall consist of a majority of the member of the board of directors of the corporation.

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All

officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

### **ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.  
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.  
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

**ARTICLE XI.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.


**ARTICLE XII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 10<sup>th</sup> day of November, 2016.

  
John F. Wendel, Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **LKLD Live, Inc.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 10<sup>TH</sup> day of November, 2016.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

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