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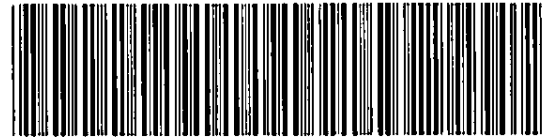
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INC

1. **CLAY RADIO ONLINE, INC.**
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
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ARTICLES OF INCORPORATION
OF
Clay Radio Online, Inc.
A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes,
as amended, the following are hereby adopted and filed as the
Articles of Incorporation of this Florida not for profit
corporation:

ARTICLE I - NAME

The name of this Corporation is as follows:

Clay Radio Online, Inc.

(hereinafter referred to as the "Corporation")

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the
Corporation is as follows:

151 College Drive
Suite No. 1
Orange Park, FL 32065

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The initial mailing address of the Corporation is as follows:

151 College Drive
Suite No. 1
Orange Park, FL 32065

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall operate as a volunteer organization in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized as a volunteer not for profit organization, solely and exclusively for educational, informational, and community purposes.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is as follows:

L. Michael Cella
151 College Drive
Suite No. 1
Orange Park, FL 32065

ARTICLE VI - MEMBERSHIP

The qualifications for Members, if any, and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the initial Directors and the initial Officers are as follows:

Director, President: Victoria A. Cella
151 College Dr
Suite No. 1
Orange Park, FL 32065

Director, Vice President: L. Michael Cella
151 College Dr
Suite No. 1
Orange Park, FL 32065

Director, Secretary/Treasurer: Lauren C. Walter
151 College Dr
Suite No. 1
Orange Park, FL 32065

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons, except that the Corporation shall be 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 IV hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not

permitted to be carried on by a Corporation organized pursuant to Section **501(c)(3)** of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization under Section **501(c)(3)** of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent

jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50.0%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present. These Articles of Incorporation shall not be amended or repealed without a meeting.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of April, 2024.



DAVID A. KING, Attorney

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 48.091 and Section 617.0501, Florida
Statutes, the following is submitted:

Clay Radio Online, Inc.

desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Articles of
Incorporation in the State of Florida, has named as its agent to
accept service of process within this State:

L. Michael Cella
151 College Dr.
Suite No. 1
Orange Park, FL 32065

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated Corporation, at the place designated
in this Certificate, I hereby acknowledge that I am familiar with
said laws of the State of Florida, and I hereby agree to act in
this capacity, and I agree to comply with the provisions of said
laws.



L. Michael Cella