

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N 28008

Central Florida Educational
Foundation, Inc

000004334110--6

-05/30/01--01018--032

*****35.00 *****35.00

- FILED
2001 MAY 30 AM 11:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
- 01 MAY 30 AM 10:34
DIVISION OF CORPORATION
RECEIVED

● COULLETTE MAY 30 2001

Signature _____

Requested by: KC S/30

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is: Central Florida Educational Foundation, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 1065 Rainier Drive, Altamonte Springs, Florida 32714, and the mailing address of the Corporation is P.O. Box 607883, Orlando, Florida 32860-7883.

ARTICLE III - PURPOSE

- A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational 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"). In furtherance of these purposes, the Corporation's activities may include, but are not limited to, holding regular worship and devotional meetings.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 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.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:
- 1) A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.
 - 2) A corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FILED
2001 MAY 30 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- D. The Corporation is committed to adhering to fundamental Christian principals as described in the Word of God, including in particular, the fulfillment of the Great Commission to preach the gospel to every creature.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1065 Rainer Drive; Altamonte Springs, Florida 32714 and the name of the registered agent of the Corporation at that address is James S. Hoge.

ARTICLE VI - DIRECTORS

- A. The number of directors of the Corporation is currently three (3).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the By-Laws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefore.
- E. Directors shall be elected, appointed and removed as provided in the By-Laws of the Corporation.
- F. The Corporation's headquarters or principal place of business has been and shall be the main studio for radio station WPOZ(FM), which shall be located within a 25 mile radius from the central reference point of WPOZ(FM)'s city of license.
- G. The Board of Directors shall not vote on or for, or otherwise authorize the filing of a non-commercial FM application, an AM application, or a non-commercial FM translator application, whose principal community contour, as defined by FCC rules, may overlap, as that term is defined by the Federal Communications Commission, the principal community contour proposed in: the Corporation's application upgrade application for WPOZ (BPED-19990511LA); its new application for Merritt Island, Florida (BPED-19990730MB); its new application for Tavares, Florida (BPED-19990917MO); or its new application for Palm Coast, Florida (BPED-19990104MP).

- H. No member of the Board of Directors shall have an attributable interest, as that term is defined by the rules and regulations of the FCC, in any non-commercial FM, AM or FM translator station or authorization whose principal community contours overlap, as defined by FCC rules, the principal community contour proposed in: the Corporation's application upgrade application for WPOZ (BPED-19990511IA); its new application for Merritt Island, Florida (BPED-19990730MB); its new application for Tavares, Florida (BPED-19990917MO); or its new application for Palm Coast, Florida (BPED-19990104MP).
- I. The Board of Directors shall not appoint or elect an officer of the Corporation who shall have an attributable interest, as that term is defined by the rules and regulations of the FCC, in any commercial or non-commercial FM or AM station or FM translator station, or authorization whose principal community contours overlap, as defined by FCC rules, the principal community contour proposed in: the Corporation's application upgrade application for WPOZ (BPED-19990511IA); its new application for Merritt Island, Florida (BPED-19990730MB); its new application for Tavares, Florida (BPED-19990917MO); or its new application for Palm Coast, Florida (BPED-19990104MP).

ARTICLE VII - MEMBERS

The Corporation shall not have members.

ARTICLE VIII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - DISSOLUTION

- A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.
- B. Any assets not disposed of by the Board of Directors as provided herein shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

The foregoing Amended and Restated Articles of Incorporation do not contain an amendment requiring member approval, as the Corporation has no members. These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation on May 29, 2000.

CENTRAL FLORIDA EDUCATIONAL
FOUNDATION, INC.:

BY: [Signature]

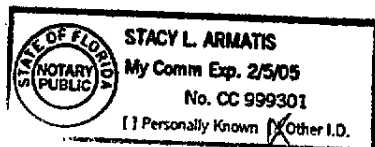
James S. Hoge

Chairman of the Board of Directors

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES S. HOGE, who has produced Florida Driver's License as identification, and who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged before me that he executed the same for the purpose expressed therein.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29th day of May, 2000.



[Signature: Stacy L. Armatis]
NOTARY PUBLIC, State of Florida at Large
Print Name: Stacy L. Armatis
My commission expires: 2/5/05

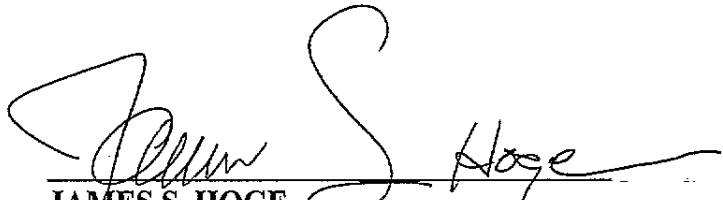
**CERTIFICATE OF DESIGNATION
FOR
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the corporation is:

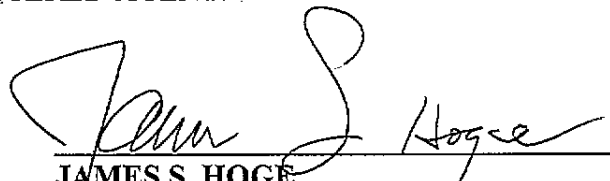
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

2. The name and address of the registered agent is: James S. Hoge
1065 Rainer Drive
Altamonte Springs, Florida 32714



JAMES S. HOGE
Chairman of the Board of Directors
Date: 29 MAY 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTE RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JAMES S. HOGE
Date: 29 MAY 2001