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**THIRD 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 Third Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 1065 Rainer Drive, Altamonte Springs, Florida 32714, and the mailing address of the Corporation is 1065 Rainer Drive, Altamonte Springs, Florida 32714.

ARTICLE III - PURPOSE

Subject to Article VII hereof, the exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

(i) To operate for the benefit of, to perform the functions of, or to carry out the purposes of Z MINISTRIES, INC., a Florida not for profit corporation ("Z Ministries"); and

(ii) To perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities (1) are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and (2) are necessary, related, incidental to or appropriate in connection with the purposes set forth in clause (i) of this Article III.

Notwithstanding the foregoing provisions, control of the Corporation is vested solely in its Board of Directors.

In addition to the foregoing, the Corporation may at any time perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code, including but not limited to (1) substituting one or more Supported Organizations for one or more Supported Organizations that were previously supported by the Corporation; and/or (2) operating for the benefit of new or additional Supported Organizations.

For purposes of these Articles, the Organization's "Supported Organizations" shall consist of those entities named in Article III, item (i), as amended, from time to time, so long as such entities meet the criteria set forth in Article VII.

**ARTICLE IV
RESTRICTIONS ON DISTRIBUTIONS**

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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 herein, all subject to the requirements of the Act and the Code.

ARTICLE V - TERM OF EXISTENCE

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

ARTICLE VI - 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 VII SUBSTITUTED OR ADDITIONAL SUPPORTED ORGANIZATIONS

In addition to and/or in lieu of the purposes set forth in Article III, the Corporation may at any time and from time to time operate for the benefit of, perform the functions of, or carry out the purposes of one or more organizations (in addition to or in lieu of Z Ministries) which satisfy all of the following criteria (collectively, the "Supported Organizations");

(1) The organization is described in Section 509(a)(1) or Section 509(a)(2) of the Code, and the Treasury Regulations promulgated thereunder (the "Regulations"); and

(2) The organization is dedicated to promoting the Christian life by supporting the operation of one or more Christian radio stations which broadcast positive Christian music, expound Christian beliefs, and promote edifying activities twenty-four hours per day, with the ultimate purpose of uplifting the body of Christ and being a light for the lost by sharing the saving knowledge of Jesus Christ, or the organization is closely related in purpose or function to the organization(s) in connection with which the Corporation is operated; and

(3) The organization is exempt from federal income tax under Section 501(c)(3) of the Code; and

(4) The control or management of the organization is vested in the same persons that control or manage the Corporation (within the meaning of Regulations Section 1.509(a)-4(h) and as more fully described below).

Notwithstanding any other provision of these Articles, the Corporation is not empowered to engage in activities which are not in furtherance of the purposes referred to in Article III and, to the extent applicable, Article VII, and the Corporation is not empowered to operate to support or benefit any organization other than Supported Organizations.

ARTICLE VIII - 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

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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. Notwithstanding any other provision of these Articles, the management and control of the Corporation shall at all times be vested in the persons who control or manage each of the Supported Organization(s) within the meaning of Regulations Section 1.509(a)-4(h). At all times, no less than a majority of the members of the Board of Directors of the Corporation shall be the same as the members of the Board of Directors of the Supported Organizations.

ARTICLE IX

LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the directors:

(i) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(ii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- a. A corporation exempt from Federal income tax under Section 501(c)(3) of the Code.
- b. A corporation, contributions to which are deductible under Section 170(c)(3) of the Code.

(iii) Upon 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 of the assets of the Corporation to one or more of the Supported Organizations. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(iv) The Corporation shall indemnify the directors and officers of the Corporation, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(v) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of Director and officer liability shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(vi) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article IX shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code.

ARTICLE X - MEMBERS

The Corporation shall not have members.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended with the unanimous consent of the Corporation's Board of Directors.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. Any adoption, alteration, amendment or repeal of the By-Laws shall be made with the unanimous consent of the Corporation's Board of Directors.

ARTICLE XIII - DISSOLUTION

- A. Subject to Article IX(iii) above, 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,

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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.
- IN WITNESS WHEREOF, the undersigned directors have executed these Third Amended and

Restated Articles of Incorporation of CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC., a Florida not-for-profit corporation, on June 19th, 2015.


James S. Hoge, Director


Dwight Barr, Director


Dean E. Chapman, Director

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


James S. Hoge, Registered Agent

CERTIFICATE REQUIRED BY CHAPTER 617 OF THE FLORIDA STATUTES

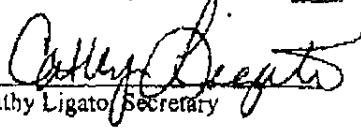
I HEREBY CERTIFY that:

- (i) The foregoing Third Amended and Restated Articles of Incorporation of Central Florida Educational Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), do not contain any amendment requiring member approval because the Corporation does not have any members and is governed solely by its Board of Directors; and

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(ii) The foregoing Third Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors of the Corporation, dated 19th day of June, 2015, in accordance with the Bylaws of the Corporation.


Cathy Ligato, Secretary

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