

DAVID A. GLANT
Attorney at Law
A Professional Association

P.O. Drawer 2519
High Springs, Florida 32643
Phone (904) 454-7496

1025-5 North Main Street
High Springs, FL 32643
Fax (904) 454-7496

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed please find: Articles of Incorporation for MEDIA WATCHER RESOURCE SERVICES, INC. and Designation of Registered Agent.

A check for \$122.50 representing filing fee, designation of registered agent fee, and certified copy of articles fee is enclosed.

Thank you in advance for your cooperation.

Sincerely,



Sarah S. Nystrom
Legal Assistant to
David A. Glant

TALLAHASSEE, FLORIDA

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enclosure

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1995

JAN 31 1995

SARAH S. NYSTROM
% DAVID A. GLANT, P.A.
P.O. DRAWER 2519
HIGH SPRINGS, FL 32643

SUBJECT: MEDIA WATCHER RESOURCE SERVICES, INC.
Ref. Number: W95000001992

We have received your document for MEDIA WATCHER RESOURCE SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 895A00003614

DAVID A. GLANT

Attorney at Law
A Professional Association

P.O. Drawer 2519
High Springs, Florida 32643
Phone (904) 454-4310

1025-5 North Main Street
High Springs, FL 32643
Fax (904) 454-7496

February 7, 1995

Florida Department of State
Attn: Loria Poole, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Media Watcher Resource Services, Inc.
Ref. # W95000001992

Dear Ms. Poole:

Enclosed you will find the Article of Incorporation for the above referenced not for profit corporation. They now have been changed to reflect a board of directors consisting of three directors. Please file these as soon as possible and transmit the enclosed Article of Incorporation to our office. Thank you for your attention.

Sincerely,



Sarah S. Nystrom
Legal Assistant to
David A. Glant

DAG/ssn
Enclosures: Article of Incorporation
Correspondence of January 27, 1995

**ARTICLES OF INCORPORATION
OF
MEDIA WATCHER RESOURCE SERVICES, INC.,
A NOT FOR PROFIT CORPORATION**

ARTICLE I NOT FOR PROFIT

The Media Watcher Resource Services, Inc., shall be a not for profit corporation.

ARTICLE II TERM OF EXISTENCE

The existence of the association shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida and shall continue in perpetuity.

ARTICLE III PURPOSE

A. The corporation is organized for the purpose of serving as an educational resource for professionals, scholars and citizens interested in individuals and groups who monitor mass media performance.

B. The corporation shall have the power to:

1. To borrow money;
2. To use and expend proceeds in a manner consistent with the purposes for which the corporation is formed;
3. Purchase and maintain insurance;
4. To contract for services with others;
5. To do and perform anything required by these articles and the by-laws;
6. To do and to perform any obligations imposed upon the corporation by the Declaration or by the permit or authorization from any unit of local, regional, state, or federal government and to enforce by any legal means the provisions of these articles, the by-laws, and the declaration;

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the corporation. Rather, the corporations will have and exercise all of the powers conferred upon corporations so formed.

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ARTICLE IV PRINCIPAL OFFICE

The principal office of the corporation shall be:

3715 SW 5th Place
Gainesville, Florida 32607

The mailing address of the corporation shall be:

3715 SW 5th Place
Gainesville, Florida 32607

ARTICLE V MEMBERSHIP

Membership in the corporation shall be by majority vote of a quorum of the Board of Directors. Each member shall have a fractional vote proportional to the total number of members.

ARTICLE VI DIRECTORS

The following three persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
John S. Detweiler	3715 SW 5th Place Gainesville, Florida 32607
Patsy H. Detweiler	3715 SW 5th Place Gainesville, Florida 32607
Shelley D. Russell	7734 SW 13th Road Gainesville, Florida 32607

Directors of the corporation shall be elected for one year terms by the membership at its annual meeting. The time and place of the annual meeting shall be set forth in the by-laws.

ARTICLE VII INITIAL CONTROL BY BOARD OF DIRECTORS

Notwithstanding the other provisions contained in these articles to the contrary, John S. Detweiler and Patsy H. Detweiler, or their successors in interest herein shall have full right and authority to elect and/or remove all directors.

ARTICLE VIII BY-LAWS AND AMENDMENT OF ARTICLES

The by-laws will be adopted and may be amended by the directors, consistent with these Articles. Amendments to the Articles and bylaws which directly or indirectly impact operation of this corporation.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 3715 SW 5th Place, Gainesville, Florida 32607, and the name of the corporation's initial registered agent at such address is John S. Detweiler.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expense (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believes in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duties to the

corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity in view of the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that the indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys fees, actually and reasonably incurred by him in connection therewith without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

ARTICLE XII INCORPORATORS

The name and address of each incorporator are as follows:

John S. Detweiler
3715 SW 5th Place
Gainesville, Florida 32607

Patsy H. Detweiler
2715 SW 5th Place
Gainesville, Florida 32607

ARTICLE XIII PRECONDITION TO DISSOLUTION

Prior to dissolution of this corporation, all property, interest in property, which are owned by the corporation or the owners in common, will be transferred to, and accepted for by, the University of Florida Foundation (Tax Exempt No. 11-06-024056-57C) for the use and benefit of the College of Journalism and Communications.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on January 20, 1995.

John S. Detweiler
John S. Detweiler

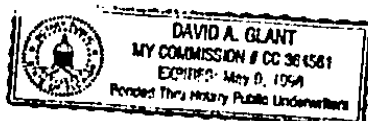
Patsy H. Detweiler
Patsy H. Detweiler

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 20 day of January, 1995, by John S. Detweiler and Patsy H. Detweiler, who

- () are personally known to me.
- () produced a current Florida driver's license as identification.
- () produced _____ identification.

David A. Grant
Signature of Notary




(SEAL.)

DESIGNATION AND ACCEPTANCE OF RESIDENT AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for Media Watcher Resource Services, Inc.

Dated this 20th day of January, 1995.



JOHN S. DETWEILER

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TALLAHASSEE, FLORIDA