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PAUL H. WAGGONER, P.A.

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TALLAHASSEE, FLORIDA

July 26, 1996

Secretary of State  
Attention: Corporate Division  
State Capital  
Tallahassee, FL 32303

Re: COMMUNITY RESOURCE FOUNDATION, INC.  
A Florida Non-Profit Corporation

200001907082  
-07/30/96--01003--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen/Madam:

We are enclosing herewith duplicate originals of the Articles of Incorporation for the above-named. Our check in the amount of \$122.50 is also enclosed.

Would you please file the original Articles of Incorporation and return a certified copy of the same to our office.

Thank you for your assistance and cooperation.

Very truly yours,

Paul H. Waggoner

PHW:eg  
Enc.

Paul H. Waggoner

original incorporated  
to Arthur H  
CH

PH  
5/30/96

ARTICLES OF INCORPORATION  
OF  
COMMUNITY RESOURCE FOUNDATION, INC.

A FLORIDA NON-PROFIT CORPORATION

The undersigned, for the purpose of forming a nonprofit corporation, pursuant to Chapter 617 of the Florida Statutes, under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be COMMUNITY RESOURCE FOUNDATION, INC.

ARTICLE II NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The foundation's mission is to provide organizational, developmental, and promotional services to governmental, cultural, environmental, educational and human service agencies. The foundation will accomplish this by providing consulting managerial expertise and marketing options through the establishment and operation of Federal Communications Commission-authorized non-profit radio broadcasting stations. The foundation also will establish a Heart of Gold Fund which will foster community excellence through small cash and services grants to non-profit agencies and needy individuals, as well as make annual scholarship grants to assist individuals in obtaining education in areas such as human services, teaching, government, environmental programming, and the arts.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 (Purposes) hereof.

#### ARTICLE VI MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation, provided that the initial members of the Corporation shall be the individual members of the Board of Directors.

#### ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 5400 Pine Island Road, Suite D, Bokeelia, Florida 33922, and the name of its initial Registered Agent at that address is PAUL H. WAGGONER. The principal address is the same.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial board of Directors is three. The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than three. The initial Directors are elected by the Incorporators. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors. The names and addresses of the initial Board of Directors are:

<u>Melody A. Oie</u>	<u>79 Evergreen Avenue</u> <u>Elmira, NY 14905</u>
<u>Richard Krieg</u>	<u>2331 8th Avenue</u> <u>St. James City, FL 33956</u>
<u>Thomas A. Haight</u>	<u>3125 Lake Road</u> <u>Horsehead, NY 14845</u>

#### ARTICLE IX OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
<u>Melody A. Oie</u>	<u>79 Evergreen Avenue</u> <u>Elmira, NY 14905</u>	President
<u>Richard Krieg</u>	<u>2331 8th Avenue</u> <u>St. James City, FL 33956</u>	Secretary
<u>Thomas A. Haight</u>	<u>3125 Lake Road</u> <u>Horsehead, NY 14845</u>	Treasurer

#### ARTICLE X INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Melody A. Oie	79 Evergreen Avenue Elmira, NY 14905

#### ARTICLE XI BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

#### ARTICLE XII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the law of the State of Florida.

#### ARTICLE XIV BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alternations, amendments and repeals of the Bylaws must be approved by a majority of the Board of Directors.

#### ARTICLE XV COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of filing of these Article of Incorporation with the Secretary of State of the State of Florida.

The undersigned has executed these Articles of Incorporation on this 3rd day of July, 1996.

Melody A. Oie

Melody A. Oie  
Incorporator

TALLAHASSEE, FLORIDA

STATE OF NEW YORK  
COUNTY OF CHEMUNG

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Melody A. Oie, who is known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Chemung County, New York, this 3rd day of July, 1996.

My commission expires:

NOTARY PUBLIC  
STATE OF NEW YORK  
COMMISSION EXPIRES  
MAY 16, 1997

Cathleen M. Howell  
Notary Public

Cathleen M. Howell  
Printed name

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COMMUNITY RESOURCE FOUNDATION, INC., a Florida Non-Profit Corporation, which is contained in the foregoing Articles of Incorporation.

Dated this 26th day of July, 1996.

Paul H. Waggoner  
Paul H. Waggoner  
Registered Agent