N 97000006216

City/State/Zip Phone # Office Use On函 CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Photocopy Mail out ₩ill wait Certificate of Status NEW FILINGS AMENDMENTS ____ Profit Amendment NonProfit Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

CR2E031(1/95)

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1998

LACY 6910 N.W. 2ND TERR. BOCA RATON, FL 33487

SUBJECT: SOUTHERNMOST EDUCATIONAL INCORPORATED

Ref. Number: N97000006216

We have received your document for SOUTHERNMOST EDUCATIONAL INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Articles of Amendment.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 798A00043046

Lucillelas

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

98 SEP 10 M DE SECRETARY OF STATALLAHASSEE, FLOR

Southernmost Educational Incom 5

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(s) BEING AMENDED, ADDED OR DELETED.)

1. Article IV
2. Article VII
3. Article VIII
(as described on the following pages)

The date of adoption of the amendment(s) was:

SECOND:

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Southern most Educational Inc.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Lucille Lacy

Typed or printed name

President 8 25 98

Title Date

EXHIBIT NO. 1, PG. 1

AMENDMENT OF ARTICLES OF INCORPORATION FOR SOUTHERNMOST EDUCATIONAL INCORPORATED

The undersigned, acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Amendment of Articles of Incorporation:

ARTICLE I NAME

Name of Corporation:

SOUTHERNMOST EDUCATIONAL

INCORPORATED

ARTICLE II PLACE OF BUSINESS AND MAILING ADDRESS

The place of business and the mailing address of this Corporation is:

6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

ARTICLE III PURPOSES

The Purposes for which the Corporation was organized are:

To operate Educational Radio, Television, Cable, Satellite and Internet Broadcast Stations and other Educational mediums.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS / VOTING RIGHTS:

The Manner in which the Directors were elected or appointed is by a majority vote of the Directors. The only voting rights belong to the Directors.

ARTICLE V LIMITATION OF CORPORATE POWERS

The Corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

Lucille A. Lacy 6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

ARTICLE VII DIRECTORS AND OFFICERS

The names and addresses of the Board of Directors and Officers for this Amendment of Articles of Incorporation are:

Lucille A. Lacy, President 6910 NW 2nd. Terrace, Boca Raton, Florida 33487

William R. Lacy, Vice President 6910 NW 2nd. Terrace, Boca Raton, Florida 33487

Dan Lacy III, Secretary 2110 Goldcamp Rd., Colorado Springs, Colorado 80906

ARTICLE VIII INCORPORATORS

The name and street address of the Incorporator for this Amendment of Articles of Incorporation is:

Lucille A. Lacy 6910 N.W. 2nd, Terrace, Boca Raton, Florida 33487

The undersigned Director has executed this Amendment of Articles of Incorporation this 25th day of August 1998.

Signature of Director:

Local Local
Pres.

Lucille A. Lacy, Director

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in Designating the Registered Office/Registered Agent, in the State of Florida.

- 1. The Name of the Corporation is: <u>SOUTHERNMOST EDUCATIONAL</u> INCORPORATED
- 2. The Name and address of the Registered Agent and Office is: Lucille A. Lacy

6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

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 statutes 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.

Signature: Lucille Lauf

Date: 9/3/98