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REFERENCE : 647681 4335509

AUTHORIZATION : Patricia Pujute

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1997

ORDER TIME : 10:44 AM

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ORDER NO. : 647681-005

CUSTOMER NO: 4335509

CUSTOMER: Kathleen Corey, Corp Paralegal
THE NEW YORK TIMES COMPANY -
LEGAL DEPARTMENT
229 West 43rd. Street
12th Floor
New York, NY 10036

DOMESTIC FILING

NAME: COMMUNITY WITH A HEART FUND,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE GLISAR

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:32

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97 DEC 24 AM 11:33
DIVISION OF CORPORATIONS

12-24-97
WJS

ARTICLES OF INCORPORATION
OF
COMMUNITY WITH A HEART FUND, INC.

(Pursuant to Chapter 617.0202 of the Florida Statutes)

FILED
SECRETARY OF CORPORATIONS
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FIRST: The name of the corporation is "Community With A Heart Fund, Inc."

SECOND: The principal place of business and mailing address of this corporation shall be: c/o Ocala Star-Banner Corporation, 2121 S.W. 19th Avenue Road, Ocala, Florida 34474.

THIRD: The Corporation is organized exclusively for such charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the corporation is specifically organized and empowered:

To aid the needy persons of Marion County, Florida, by accepting gifts of money and making gifts of such money to aid such persons to supplement what is provided for them by state and local government, private agencies and by their families, and by the making of distributions to organizations similarly concerned with aiding the needy of Marion County, Florida, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision to such section, hereinafter, the "Code").

To otherwise engage in any lawful business or activities related thereto; and to engage in any lawful activity for which corporations may be organized under the Florida Statutes provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

No part of any net earnings of the corporation shall be divided between or among or inure to the benefit of any member of the corporation, nor shall the net earnings or assets of the corporation be appropriated for any purposes other than the purposes of the corporation as set forth in this Certificate of Incorporation; provided, however, that the corporation is authorized to pay reasonable compensation for services actually rendered to or for the corporation in furtherance of, one or more of its purposes as set forth herein, and to make payments and/or distributions in furtherance of its purposes as set forth herein.

The corporation shall act or refrain from acting so as not to engage in an act of self-dealing under the provision of Section 494 of the Code (or the corresponding provision of any further internal revenue law of the United States) or subject the corporation to the taxes imposed by Sections 4942, 4943, 4944 and 4945 of the Code (or the corresponding provision of any further internal revenue law of the United States).

FOURTH: The name and the street address of the initial register agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

FIFTH: The name and address of the incorporator is:

Alison C. M. Zoellner	The New York Times Company 229 West 43d Street New York, NY 10036
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SIXTH: The board of directors of the Corporation shall consist of not less than three members. The Corporation's bylaws shall specify the number of directors to serve. The names and addresses of the members of the Corporation's initial board of directors are:

Name	Address
Laura J. Corwin	229 West 43d Street, New York, New York 10036
Katharine P. Darrow	229 West 43d Street, New York, New York 10036
Charles Stout	2121 S.W. 19th Avenue Road Ocala, Florida 34474

The method of election of directors shall be as stated in the bylaws of the Corporation.

SEVENTH: The qualifications for members of the Corporation and the manner of their admission shall be as regulated by the bylaws.

EIGHTH: The corporation may, except as otherwise required or permitted by law, authorize at any time its dissolution pursuant to Florida Statutes, as amended, or pursuant to any successor section thereto, by affirmative vote of a majority of the directors then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be, as a majority of the directors then in office may by vote decide, conveyed, transferred, distributed, and set over outright exclusively to one or more organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from federal income tax under Section 501(c)(3) of the Code as such section may, from time to time, be amended or added to including under any successor section thereto, as a majority of the directors then in office of the corporation may by vote designate and in such proportions and in such manner as they may determine in such vote.

NINTH: Limitation on Liability. No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the officer or director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph that restricts or limits the limitation on liability provided thereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

TENTH: Indemnification

Indemnification for Directors, Officers and Trustees. The corporation shall, to the extent legally permissible, but only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Code is not adversely affected thereby, indemnify each person who serves or has served as a director or officer of the corporation, and each person who is or was serving at the request of the corporation as an officer, trustee or director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the corporation), against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgment, in settlement of or as fines imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer, trustee or director, or by reason of any action taken or not taken in

any such capacity, except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, if applicable, of the other organization of which he or she is or was serving as an officer, trustee or director at the corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

(ii) Settlements. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by vote of a disinterested majority of the whole board of directors then in office, or (b) by vote of a majority of the whole board of directors with an opinion of independent legal counsel to the effect that such settlement is in the best interest of the corporation. No such approval shall prevent the recovery from any such officer, trustee or director or any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the corporation.

(iii) Employees and Agents. By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the corporation who are not officers, trustees or directors or to persons serving at the corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

(iv) Non-Waiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, trustee, director, employee or agent may be entitled or which may lawfully be granted to such person.

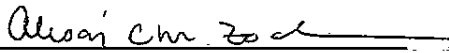
(v) Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was an officer, trustee, director, employee or other agent of the corporation or who is or was serving at the request of the corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.

(vi) Definitions. As used herein, the terms "officer," "trustee," "director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

ELEVENTH: Amendments.

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

Subscribed and affirmed by me as true under the penalties of perjury on December **21**, 1997.


Alison C. M. Zoellner, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, 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:

Community With A Heart Fund, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Corporation Service Company
(NAME)

1201 Hays Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

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.

Corporation Service Company

By:

Vicki Schreiber
(SIGNATURE)

December 23, 1997
(DATE)

**VICKI SCHREIBER
ASSISTANT VICE PRESIDENT**

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