

N98000004729



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 929822 9542A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : August 17, 1998

ORDER TIME : 11:54 AM

ORDER NO. : 929822-005

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq
MICHAEL FEINSTEIN, ESQ

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

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98 AUG 17 PM 3:07

DOMESTIC FILING

NAME: THE MEDIA FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

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[Signature]

**ARTICLES OF INCORPORATION
OF
THE MEDIA FOUNDATION, INC.**

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(A Florida Corporation Not-for-Profit)

In order to form a corporation not for profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not for profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

**Article I
Name**

The name of this Corporation shall be The Media Foundation, Inc., whose present address is 888 E. Las Olas Boulevard, #700, Fort Lauderdale, Florida 33301.

**Article II
Purpose of Corporation**

The purpose for which this Corporation is organized is to promote the production, sale and distribution of educational materials concerning the history and development of broadcasting, media and audio visual entertainment in the United States.

**Article III
Powers**

The Corporation shall have the following powers which shall be governed by the following provisions:

A. The Corporation shall have all of the common law and statutory powers of a corporation not for profit and all powers set forth in Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the terms of these Articles, the By-Laws or the Act.

B. The Corporation shall have all the powers of a not-for-profit corporation under the Act and shall have all the powers reasonably necessary to implement the purposes of the Corporation including, but not limited to, the following:

1. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and
2. To employ personnel, retain independent contractors and professional personnel and to enter into such other agreements that are consistent with the purpose of the Corporation.

Article IV Members

The qualification of Members, the manner of their admission to membership in the Corporation, the manner of the termination of such membership and voting by Members shall be as follows:

A. The Members of this Corporation shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. No Member may assign, hypothecate or transfer in any manner his membership in the Corporation or his share in the funds and assets of the Corporation unless approved by a majority of the Board of Directors.

C. With respect to voting, the Members as a whole shall vote. Each Member respect to all matters upon which such Members are permitted or required to vote as set forth in the Declaration, these Articles or By-Laws shall be entitled to one vote, which vote shall be exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

Article V Term

The term for which this Corporation is to exist shall be perpetual.

Article VI Subscriber

The name and address of the Subscriber to these Articles are as follows:

Name:

Address:

Richard W. Fatherly

Post Office Box 172114
Kansas City, Kansas 66117

Article VII Officers

A. The affairs of the Corporation shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board;

provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided by the By-Laws. The President shall be a Director of the Corporation, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

Article VIII First Officers

The name of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Woodrow Wilson "Bud" Connell 8 Seascape Laguna Niguel, California 92677
Vice President:	Ramon A. Oddis 60 South Pine Creek Road Fairfield, Connecticut 06430
Vice President:	Richard W. Fatherly Post Office Box 172114 Kansas City, Kansas 66117
Secretary/Treasurer:	Michael L. Feinstein 888 E. Las Olas Boulevard, #700 Fort Lauderdale, Florida 33301

The street address of the initial office of this Corporation is 888 E. Las Olas Boulevard, #700, Fort Lauderdale, Florida 33301; and the name of the initial resident agent of this Corporation is Michael L. Feinstein, 888 E. Las Olas Boulevard, #700, Fort Lauderdale, Florida 33301.

ARTICLE IX Board of Directors

A. The form of administration of the Corporation shall be by a Board of five (5) Directors.

B. The names and addresses of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

Name:	Address:
Richard W. Fatherly	Post Office Box 172114 Kansas City, Kansas 66117
Katherine Anne Fatherly	922 Locust Kansas City, Kansas 66103
Woodrow Wilson "Bud" Connell	8 Seascape Laguna Niguel, California 92677
Ramon A. Oddis	60 South Pine Creek Road Fairfield, Connecticut 06430
Michael L. Feinstein	888 E. Las Olas Boulevard, #700 Fort Lauderdale, Florida 33301

C. The First Board shall serve until the "Initial Election Meeting," as hereinafter described, which shall be held thirty (30) days after the sending of notice by the subscribing Member(s) to the Corporation.

ARTICLE X Indemnification

Every Director and every officer of the Corporation (and the Directors and/or officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful

misfeasance or malfeasance in the performance of his duties, the indemnification provision of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XI By-Laws

The By-Laws of the Corporation shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act. As is set forth in the By-Laws, the By-Laws may be amended in the affirmative vote of not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board.

ARTICLE XII Amendments

A. These Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment.

1. A resolution approving the proposed Amendment may be first passed by either the Board or the Members. After such approval of a proposed Amendment by one of said bodies, such proposed Amendment must be submitted and approved by the other

body. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

ARTICLE XIII
Registered Agent

The name and address of the initial Registered Agent is:

Michael L. Feinstein

888 E. Las Olas Boulevard, #700
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature the day and year set forth below.

Dated:

7/27/98


Richard W. Fatherly

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of THE MEDIA FOUNDATION, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Michael L. Feinstein