

N9800004796

FILING COVER SHEET

REFERENCE:

0171.3574

DATE:

8-20-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICE

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

K92 Fm/Ron Bisson Charity
Golf, Inc.

STATE FEES PREPAID WITH CHECK # 7011 FOR \$ 122.50

PLEASE FILE:

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- | | | |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
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Examiner's Initials

P. Hall

AUG 20 1998
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***122.50 ***122.50

DIVISION OF CORPORATION

98 AUG 20 AM 9:50

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98 AUG 20 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

98 AUG 20 PM 12: 31

K92FM/RON BISSON CHARITY GOLF, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be K92FM/Ron Bisson Charity Golf, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation shall be 4192 John Young Parkway, Orlando, Florida 32804, which shall also be the mailing address of the corporation.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, sponsoring an annual fund-raising golf tournament, the entire net

proceeds of which will be distributed to unaffiliated local organizations that benefit children and that are exempt pursuant to Section 501(c)(3) of the Code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The initial Board of Directors shall consist of fourteen (14) persons. The Board of Directors may change the number of members of the Board of Directors from time to time in accordance with the Bylaws, except that the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Larry Beck	480 Silver Dew Street Lake Mary, Florida 32746
Ron Bisson	4192 John Young Parkway Orlando, Florida 32804
Jim Dunham	1548 Indian Head Trail Orlando, Florida 32828
Steve Dunn	One Phil Ritson Way Orlando, Florida 32869
Sunny Freeman	4192 John Young Parkway Orlando, Florida 32804
Bill Hendrich	4192 John Young Parkway Orlando, Florida 32804
Eric Holm	203 Lookout Place Maitland, Florida 32751
Bill Luby	4192 John Young Parkway Orlando, Florida 32804
Mike Moore	4192 John Young Parkway Orlando, Florida 32804
Rich Newsome	805 East Marks Street Orlando, Florida 32803
Darcy O'Brien	831 Camargo Way, #106 Orlando, Florida 32714
Ken Oliver	4192 John Young Parkway Orlando, Florida 32804
Matt Sullivan	7001 Ellenor Drive, Suite 100 Orlando, Florida 32809
Brendan Sweeney	2000 Universal Studios Plaza Orlando, Florida 32819

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 4192 John Young Parkway, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is Michael G. Moore. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Michael G. Moore	4192 John Young Parkway Orlando, Florida 32804

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a

public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 10th day of August, 1998.



Michael G. Moore

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Michael G. Moore

Date: August 10, 1998

FILED
98 AUG 20 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA