

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The County Journal Corporation

☐ Walk In

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☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
THE COUNTY JOURNAL CORPORATION

FILED  
99 FEB -8 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby certifies the following for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617 et. seq., Florida Statutes.

ARTICLE I. NAME

The name of the corporation shall be:

THE COUNTY JOURNAL CORPORATION

The principal place of business of this corporation shall be:  
9307 SE Olympus St., Hobe Sound, FL 33455

ARTICLE II. NATURE OF BUSINESS

The purpose for which the corporation is organized is to publish a controlled circulation newspaper for residents of Martin County, Florida.

ARTICLE III. MEMBERS

The members of this corporation shall consist of individuals or persons who are interested in the purposes and objects of the corporation, who have been elected to membership and have made a contribution to the corporation, all in accordance with the by-laws of the corporation.

ARTICLE IV. REGISTERED AGENT:

The corporation has named BERNHARD M. AUER, 37 North Beach Road, Hobe Sound, FL 33455, to serve as its resident agent to

accept service of process.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually, but shall be subject to dissolution under Fla. Statutes 617.1402 or any other applicable state law.

ARTICLE VI. DIRECTORS

The affairs of this corporation shall be managed and governed by a Board of Directors composed of not less than four, nor more than the number specified in the by-laws of the corporation, and in absence of such determination shall consist of five directors. The directors shall be elected and appointed pursuant to the terms of the by-laws of the corporation.

The principal officers of the corporation shall be President, 2 Vice-Presidents, Secretary, Treasurer.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, pursuant to the terms of the by-laws are as follows:

President: BERNHARD M. AUER, P.O. Box 1376, Hobe Sound, FL  
33475.

Vice-President: FREDERICK M. LINN, 9940 SE Point Terrace,  
Tequesta, FL 33469

Vice-President: BERRY C. SMITH, 3733 Starboard Lane, Stuart,  
FL 34997

Secretary: KATHY SPURGEON, 9307 SE Olympus Street,  
Hobe Sound, FL 33455

Treasurer: SUZAN CARR, 9268 SE Gettysburg Court,  
Hobe Sound, FL 33455

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these

Articles of Incorporation are:

President:       BERNHARD M. AUER, P.O. Box 1376,  
                                Hobe Sound, FL 33475

Vice-President: FREDERICK M. LINN, 9940 SE Point Terrace,  
Tequesta, FL 33469

Vice-President: BERRY C. SMITH, 3733 Starboard Lane, Stuart,  
FL 34997

Secretary: KATHY SPURGEON, 9307 SE Olympus Street,  
Hobe Sound, FL 33455

Treasurer: SUZAN CARR, 9268 SE Gettysburg Court,  
Hobe Sound, FL 33455

ARTICLE IX. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

President: BERNHARD M. AUER, P.O. Box 1376,  
Hobe Sound, FL 33475

Vice-President: FREDERICK M. LINN, 9940 SE Point Terrace,  
Tequesta, FL 33469

Vice-President: BERRY C. SMITH, 3733 Starboard Lane, Stuart,  
FL 34997

Secretary: KATHY SPURGEON, 9307 SE Olympus Street,  
Hobe Sound, FL 33455

Treasurer: SUZAN CARR, 9268 SE Gettysburg Court,  
Hobe Sound, FL 33455

## ARTICLE X: BY-LAWS

The By-laws of the corporation shall initially be made and adopted by its first Board of Directors. The By-laws may be amended, altered, supplemented or modified in accordance with the

relevant provisions concerning amendment, alteration, supplementation or modification as may be contained in said By-laws.

#### ARTICLE XI: AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the same manner as is provided for the amendment of the By-laws, as set forth in Article X. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the secretary or an assistant secretary, and executed and acknowledged by the President or Vice-president, has been filed with the Secretary of State, and all filing fees paid.

#### ARTICLE XII: POWERS

The corporation shall have all the powers set forth in Section 617.0302, Florida Statutes.

#### ARTICLE XIII: DIVIDENDS, COMPENSATION AND STOCK

There shall be no dividends paid to any of the members, nor shall any part of the funds collected by the corporation be distributed to its Board of Directors or Officers. The corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the

transfer thereof, as well as the number of members, shall be upon such terms and conditions as are provided for in the By-laws.

ARTICLE XIV: INDEMNIFICATION

Every director and every officer of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of this corporation, or any settlement thereof whether or not he is a director or officer at the time such expenses are incurred, except in cases where the director or officer is adjudged guilty of gross negligence or willful misconduct in the performance of his duty. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned have hereunto set  
their hands and seals this 4th day of February, 1999.

Bernhard M. Auer (SEAL)  
BERNHARD M. AUER

Frederick M. Linn (SEAL)  
FREDERICK M. LINN

Berry C. Smith (SEAL)  
BERRY C. SMITH

Kathy Spurgeon (SEAL)  
KATHY SPURGEON

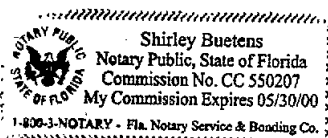
Suzan Carr (SEAL)  
SUZAN CARR

STATE OF FLORIDA, COUNTY OF MARTIN

Before me, the undersigned authority, personally appeared,  
BERNHARD M. AUER, who X 1. is personally known to me or  
\_\_\_\_\_ 2. who presented as identification \_\_\_\_\_,  
an incorporator to these Articles of Incorporation, and who being  
duly sworn, declared that they executed the foregoing articles in  
accordance with the purposes stated therein.

The foregoing instrument was acknowledged before me this  
3rd day of February, 1999.

Shirley Buetens  
Notary Public, State of Florida  
Commission Number and Expiration Date:

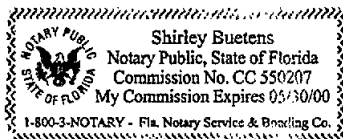


STATE OF FLORIDA, COUNTY OF MARTIN

Before me, the undersigned authority, personally appeared,  
FREDERICK M. LINN, who / 1. is personally known to me or  
\_\_\_\_\_ 2. who presented as identification \_\_\_\_\_,  
an incorporator to these Articles of Incorporation, and who being  
duly sworn, declared that he executed the foregoing articles in  
accordance with the purposes stated therein.

The foregoing instrument was acknowledged before me this  
4th day of February, 1999.

Shirley Buetens  
Notary Public, State of Florida  
Commission Number and Expiration Date:



Before me, the undersigned authority, personally appeared, KATHY SPURGEON, who is personally known to me, an incorporator to these Articles of Incorporation, and who being duly sworn, declared that she executed the foregoing articles in accordance with the purposes stated therein.

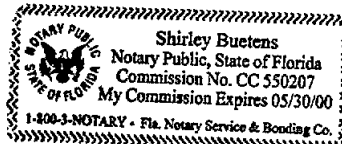
Carol J De Hoff  
Notary Public, State of Florida  
Commission Number and Expiration Date:



**Carol J. De Groff**  
**MY COMMISSION # CC641817 EXPIRES**  
**May 21, 2001**  
**BONDED THRU TROY FAIR INSURANCE, INC.**

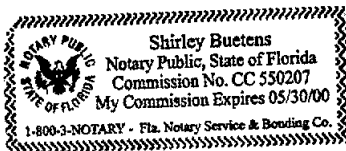
Before me, the undersigned authority, personally appeared, BERRY C. SMITH, who ✓ 1. is personally known to me or \_\_\_\_ 2. who presented as identification \_\_\_\_\_, an incorporator to these Articles of Incorporation, and who being duly sworn, declared that he executed the foregoing articles in accordance with the purposes stated therein.

Shirley Bratton  
Notary Public, State of Florida  
Commission Number and Expiration Date:



Before me, the undersigned authority, personally appeared, SUZAN CARR, who x 1. is personally known to me or \_\_\_\_\_ 2. who presented as identification \_\_\_\_\_, an incorporator to these Articles of Incorporation, and who being duly sworn, declared that she executed the foregoing articles in accordance with the purposes stated therein.

Shirley Britton  
Notary Public, State of Florida  
Commission Number and Expiration Date:





ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

IN WITNESS WHEREOF, the undersigned REGISTERED AGENT has hereunto set his hand and seal in the State of Florida, this 2<sup>nd</sup> day of February, 1999.

Bernhard M. Auer

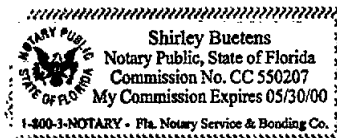
BERNHARD M. AUER  
Registered Agent, who by signing  
agrees to serve in such capacity

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of February, 1999 by BERNHARD M. AUER, who X 1. is personally known to me or \_\_\_\_\_ 2. presented as identification

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid and the date first written above.

Shirley Buertens  
Notary Public, State of Florida  
Commission Expiration Date:



Prepared by:

BUETENS & BUETENS, Attorneys at Law  
8965 Bridge Road, Hobe Sound, Florida 33475  
561-546-6633 5-corp-4

FILED  
99 FEB -8 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA