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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

ROLE MODEL TV/COMMUNICATIONS, INC.

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B. McKnight JUN 15 1999

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TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Role Model TV/Communications, Inc.**
A Florida Not for Profit Corporation

PURSUANT TO the provisions of Section 617.0202, Florida Statutes (1997) of the Florida Not For Profit Corporation Act, the undersigned, **DAPHNE WYNN BOYD**, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed not for profit corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of the Corporation is:

Role Model TV/Communications, Inc.

ARTICLE II

The street address of this corporation's initial principal office is 1000 Universal Studios Plaza, Suite 260, Orlando, Florida. The mailing address of the corporation is 1000 Universal Studios Plaza, Suite 260, Orlando, FL 32819.

ARTICLE III

The purposes for which the Corporation is organized, and the powers of the Corporation are:

Philip E. Perrey, Esq.
Florida Bar No. 201804
Hamrick, Perrey, Quinlan & Smith, P.A.
1401 Manatee Avenue West, Suite 920
Bradenton, Florida 34205
Phone: (941) 747-1871
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(1) Primarily, to serve the needs of the nation through a continuing program of providing and distributing educational, motivational and inspirational stories of living heroes through television and other forms of mass communication including radio, films, internet, and assemblies at schools and other educational institutions.

(2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, and to engage in all other lawful activities that may benefit the Corporation either directly or indirectly, including without limitation the power:

A) to acquire by devise, bequest, gift, purchase, lease or otherwise acquire, improve, construct, own, hold, use, lease, maintain, operate, exchange, mortgage or encumber in any manner, sell, convey, or otherwise dispose of, real and personal property of every kind, nature and description, for itself and others, either as Trustee or otherwise as may be necessary or desirable to promote the purposes of the Corporation.

B) to make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, state, government, the United States of America or any federal agency or organization, or municipal or political subdivision.

3. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

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ARTICLE IV

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

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ARTICLE V

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors. The election of directors and their terms of holding office shall be as regulated by the bylaws of the Corporation. The Board of Directors shall consist of not

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less than three (3) persons, and no more than fifteen (15) persons, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of three (3) persons. The name and address of the three members of the initial Board of Directors is as follows:

DAPHNE WYNN BOYD

1000 Universal Studios Plaza, Suite 260
Orlando, FL 32819

N. DONALD VARNADORE

1301 Sixth Avenue West, Suite 600
Bradenton, FL 34205

PHILIP E. PERREY

1401 Manatee Avenue West, Suite 920
Bradenton, FL 34205

ARTICLE VIII

As stated in Article II above, the street address of this corporation's initial registered office is 1000 Universal Studios Plaza, Suite 260, Orlando, Florida. The name of this corporation's initial registered agent at such address is **DAPHNE WYNN BOYD**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE IX

The name and address of the incorporator is as follows:

DAPHNE WYNN BOYD

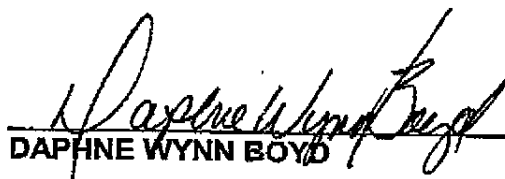
1000 Universal Studios Plaza, Suite 260
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that she is of full age and competent to contract and that at least one of the Directors named is of full age and a citizen of the United States of America. For the purpose of forming the proposed not for profit corporation above-named to do business in the State of Florida, and in pursuance of the Florida Not for

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Profit Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly, I have hereunto set my hand and seal this 24 day of May, 1999.

 (SEAL)
DAPHNE WYNN BOYD

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24 day of May, 1999, by **DAPHNE WYNN BOYD**. She

- ☐ is personally known to me; or
☒ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____

and did not take an oath.

(Affix Notary Seal)


NOTARY PUBLIC, State of Florida at Large

Typed name: _____

My Commission Expires: _____

My Commission No.: _____



Mary B. Schroeder

MY COMMISSION # 00487133 EXPIRES
August 10, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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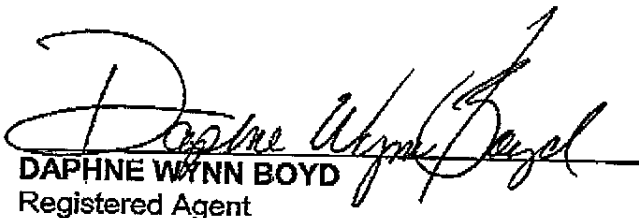
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **Role Model TV/Communications, Inc.**, a Florida not for profit corporation.


DAPHNE WYNN BOYD
Registered Agent

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