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LAW OFFICES

KENNETH A. WENZEL, P.A.

980 NORTH FEDERAL HIGHWAY • SUITE 440 • BOCA RATON, FLORIDA 33432

TELEPHONE: (561) 361-0900 • FAX: (561) 338-3441

E-MAIL: bocakawlaw@aol.com

July 14, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 JUL 16 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
400000990114--3  
-07/16/99-01048-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Our File No. 99-20681  
Boca Raton Educational Television, Inc.  
General Representation

Gentlemen:

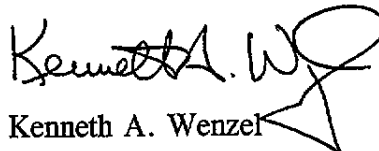
Enclosed is the original and one copy of Articles of Incorporation and the Registered Agent form of BOCA RATON EDUCATIONAL TELEVISION, INC., together with a check in the amount of Seventy-eight and 75/100 Dollars (\$78.75), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$ 8.75

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

  
Kenneth A. Wenzel

KAW/lcd  
Enclosures (3)

cc: Alan L. Feinberg (w/encl.)

C. GALLMON-CASE JUL 23 1999

ARTICLES OF INCORPORATION  
OF  
BOCA RATON EDUCATIONAL TELEVISION, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned Incorporators to these Articles of Incorporation, natural persons competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is BOCA RATON EDUCATIONAL TELEVISION, INC.

ARTICLE II

Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

### ARTICLE III

#### Membership

There will be no membership in the corporation.

### ARTICLE IV

#### Term of Existence

The term of existence of this corporation is perpetual.

### ARTICLE V

#### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 798 S.W. 15th Avenue, Boca Raton, FL 33486, and the name of the initial registered agent of this Corporation at that address is ALAN L. FEINBERG.

### ARTICLE VI

#### Principal Office/Mailing Address

The address of the principal office of this Corporation and the mailing address shall be as follows:

798 S.W. 15th Avenue  
Boca Raton, FL 33486

## ARTICLE VII

### Incorporator

The name and address of the Incorporators are:

Alan L. Feinberg  
798 S.W. 15th Avenue  
Boca Raton, FL 33486

Gene A. Folden  
800 N.E. 39th Street  
Boca Raton, FL 33431

## ARTICLE VIII

### Directors

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Alan L. Feinberg  
798 S.W. 15th Avenue  
Boca Raton, FL 33486

Susan C. Diener  
921 S.W. 20th Street  
Boca Raton, FL 33486

Gene A. Folden  
800 N.E. 39th Street  
Boca Raton, FL 33431

The manner of election of the directors shall be as stated in the By-Laws.

## ARTICLE IX

### By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

## ARTICLE X

### Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

## ARTICLE XI

### Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

## ARTICLE XII

### Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any other provision of these Articles to the contrary, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

## ARTICLE XIII

### Dissolution


Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal

Revenue Code or the corresponding provision of the future federal tax law, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, Florida, or any other court having jurisdiction over this corporation, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SUBSCRIBED to this 13 day of July, 1999.

  
ALAN L. FEINBERG, Incorporator

  
GENE A. FOLDEN, Incorporator

DESIGNATION OF REGISTERED AGENT  
FOR  
BOCA RATON EDUCATIONAL TELEVISION, INC.

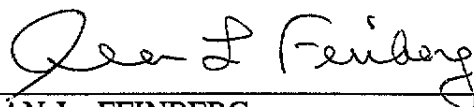
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

BOCA RATON EDUCATIONAL TELEVISION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named ALAN L. FEINBERG, located at 798 S.W. 15th Avenue, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.

  
\_\_\_\_\_  
ALAN L. FEINBERG