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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/14/99--01026--020
*****87.50 *****87.50

SUBJECT: Central Florida Christian Radio, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David Canther
Name (Printed or typed)

9285 Silver Lake Dr

Address

Leesburg, FL 34788-3415

City, State & Zip

352/728-4880

Daytime Telephone number

FILED
99 OCT 14 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10-19
WC

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **Central Florida Christian Radio, Inc.**, doing business as Leesburg Christian Radio.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
655 N. Wymore Road
Winter Park, FL 32789-1715

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE III PURPOSES

The specific purposes for which the corporation is organized are:

1. This is an organization sponsored by the Florida Conference of Seventh-day Adventists with the purpose of providing a Christian ministry to broadcast Christian music and other religious, educational, and informational programming by means of radio and/or other electronic media; and to operate exclusively for such religious goal as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170 (c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax exempt organizations under that code.
2. To acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require for the purposes herein stated and not for pecuniary profit.
3. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts, or donations of property, real, personal or mixed, designated by the donors for

causes or objects herein above mentioned, or any or either of them.

4. The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Trustees to carry out the purpose of this corporation or any other non-profit tax-exempt religious organization, as they in their judgment may deem wise.
5. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.
6. Notwithstanding any other provision of these Articles, the purpose for which the corporation is organized, i.e. to broadcast Christian programming, is exclusively religious within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV MEMBERS

The members of the corporation shall be all those persons who are members of the Executive Committee of the Florida Conference of Seventh-day Adventists and who are citizens of the United States. The tenure, rights, duties and the manner of meeting and voting of the members shall be as specified in the ByLaws of the Corporation.

ARTICLE V BOARD OF TRUSTEES

1. The business and activities of the Corporation shall be overseen by a Board of Trustees. The Board of Trustees shall be appointed by the Members in the manner specified in the ByLaws. At least fifty-one percent of the Trustees shall be members of the Seventh-day Adventist Church. All Trustees shall be citizens of the United States. Other qualifications and the tenure, rights, duties and the manner of meeting and voting of the Trustees shall be as specified in the ByLaws of the Corporation.
2. The initial Board of Trustees shall consist of all of the members of the Florida Lay Electronic Media Board of the Florida Conference of Seventh-day Adventists who are citizens of the United States. The initial Trustees shall remain in office and continue to discharge their duties until such time as the Members convene to organize the Corporation and to elect their successors. The officers of the Florida Lay Electronic Media Board shall serve as the initial officers of the

Corporation until such time as the Board of Trustees elects their successors.

ARTICLE VI OFFICERS

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other assistant or administrative officers as may be determined by the Board of Trustees from time to time as provided for in the ByLaws. The Board of Trustees shall appoint the officers, and the officers shall serve at the pleasure of the Board of Trustees, provided, however, that any person dealing with the Corporation shall be entitled to rely upon any documents signed on behalf of the Corporation by its President or Vice President with its corporate seal affixed thereto and attested by its Secretary. All officers shall be citizens of the United States. Other qualifications and the tenure, rights and duties of the officers shall be as specified in the ByLaws of the Corporation.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

David Canther
9285 Silver Lake Dr.
Leesburg, FL 34788-3415

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

David Canther
9285 Silver Lake Drive
Leesburg, FL 34788-3415

ARTICLE IX EFFECTIVE DATE

The effective date of this corporation shall be five (5) business days prior to the date of receipt for acceptance for registration by the Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE X CORPORATE EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE XI ByLaws

1. The Board of Trustees of this corporation may provide such ByLaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.
2. Upon proper notice any of the ByLaws, may be amended, altered, or rescinded by a majority vote of those members of the Board of Trustees present at any regular or any special meeting called for that purposes.

ARTICLE XII AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.
2. Amendments may also be made at regular meetings of the membership upon notice given, as provided in the ByLaws, of intention to submit such amendments.

ARTICLE XIII NON-PROFIT STATUS

1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.
2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XIV POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious purpose, i.e. to broadcast Christian programming, this corporation shall have the

power to:

1. Acquire, either by gift, grant, purchase, devise of bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Trustees; to receive donations, gifts, and endowments, and to administer to same, all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for the stated religious purpose, i.e. to broadcast Christian programming, and not for pecuniary profit of the members.
2. Formulate and adopt ByLaws and to alter and rescind the same, provided, however, that said ByLaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.
3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.
4. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XV MEETINGS

1. The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the ByLaws.
2. The corporation may provide in its ByLaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.
3. The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the ByLaws.

ARTICLE XVI DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of

the Board of Trustees. In the event of such dissolution, the Board of Trustees shall, after paying or making provision for paying all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, to the Florida Conference of Seventh-day Adventists, as long as it shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Lake County, Florida, if Lake County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have been qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of the corporation.

ARTICLE XVII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the stated religious purpose, i.e. to broadcast Christian programming, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.




Signature/Incorporator
David Canther

10/8/99

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent
David Canther

10/8/99

Date