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ACCOUNT NO. : 072100000032

REFERENCE : 217521 80504A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 26, 2001

ORDER TIME : 1:14 PM

ORDER NO. : 217521-005

CUSTOMER NO: 80504A

CUSTOMER: Ms. Kathy Worley  
Trombley Lobozzo & Schommer

329 South Commerce Avenue

Sebring, FL 33870

DOMESTIC FILING

NAME:

*Scott Bebadakis*  
~~SEBRING~~ TELEVISION INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

01 OCT 26 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
01 OCT 26 PM 2:19  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

100004655521-4  
-10/26/01-01075-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

2544

1001-24893

*PS*  
*11/8/01*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 26, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: SEBRING TELEVISION INC.  
Ref. Number: W01000024893

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for SEBRING TELEVISION INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 401A00059026

RECEIVED  
01 NOV -8 PM 2:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
CORPORATIONS SECTION

EFFECTIVE DATE  
10/23/01  
**ARTICLES OF INCORPORATION**  
**OF**  
**SCOTT BROADCASTING CORPORATION**

FILED  
01 OCT 26 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is Scott Broadcasting Corporation.

**Article II - Duration**

This corporation shall be perpetual commencing on the date of the execution and the acknowledgment of these articles.

**ARTICLE III - Principal Office and Mailing Address**

The place of business of this corporation is 2531 U.S. Hwy. 27 South, Sebring, Florida 33872, and it's principal office is located at 2531 U.S. Hwy. 27 South, Sebring, Florida 33872.

**Article IV - Initial Registered Office and Agent**

The initial registered office of this corporation is at 2531 U.S. Hwy. 27 South, Sebring, Florida 33872. The name of the initial registered agent of this corporation at that address is **SHEILA SCOTT.**

**Article V - Purpose**

This corporation is organized for the following purposes:

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

#### **Article VI - Authorized Shares**

This corporation is authorized to issue five hundred (500) shares of common stock with a One Dollar par value. The corporation is also authorized to issue One Thousand Shares (1000) of preferred stock of no par value. The preferred stock shall have no voting rights, however, if cumulative preferred dividends are not paid for three (3) successive fiscal years the preferred shareholders will have the right to vote in the election of Board members. The Board of Directors is authorized to direct that preferred shares can be converted to common shares at a ratio to be determined by the Board of Directors.

#### **Article VII - Capitalization**

The amount of capital with which the corporation will begin is not less than Five Hundred (\$500) Dollars.

#### **Article VIII - Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are **TIM SCOTT and SHEILA SCOTT**, 2531 U.S. Hwy. 27 South, Sebring, Florida 33872.

### **Article IX - Incorporator**

The name and address of the person signing these Articles is **TIM SCOTT**, 2531 U.S. Hwy. 27 South, Sebring, Florida 33872.

### **Article X - By-laws**

The power to adopt, alter, amend or repeat by-laws shall be vested in the board of directors and shareholders.

### **Article XI - Restrictions on Transfer of Stock**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names.

<b><u>Name</u></b>	<b><u>No. of Shares</u></b>	<b><u>Consideration</u></b>	<b><u>Par Value</u></b>
TIM SCOTT	250 common	\$250.00	\$1.00
SHEILA SCOTT	250 common	\$250.00	\$1.00

### **Article XII - Director Quorum and Voting**

One of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of one of the directors present, or if a director or directors have abstained from voting because of an interest in the matter upon which to be voted, the affirmative vote of one of the directors present and voting, shall be the act of the board of directors.

### **Article XIII - Meetings by Conference Telephone**

Members of the Board of Directors may participate in special meetings

of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### **Article XIV - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any rights conferred upon the shareholders are subject to this reservation.

#### **Article XV - Corporate Powers**

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

#### **Article XVI - Liabilities of the Board of Directors**

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Each director, or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceedings or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at

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the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock and his legal representatives, shall in like manner, be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for negligence or misconduct, in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer, (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action, any director involved shall be qualified to vote thereon, and if for this reason a quorum of the Board cannot be determined to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholder at a duly called special meeting or any regular meeting, In determining whether or not a director or officer was guilty of negligence

or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholder, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. The right to indemnification shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed there Articles of Incorporation this 23 day of OCTOBER, 2001.

  
\_\_\_\_\_  
**TIM SCOTT**

**STATE OF FLORIDA** }

**COUNTY OF HIGHLANDS** }

**BEFORE ME**, an officer duly authorized to take acknowledgments in the state and county set forth above, personally appeared **TIM SCOTT** known to me and known by me to be the person who executed the foregoing Articles on Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this \_\_\_\_\_ day of \_\_\_\_\_, 2001.

\_\_\_\_\_  
**NOTARY PUBLIC**

(Seal)



FILED

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

01 OCT 26 PM 2:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Scott Broadcasting Corporation.
2. The name and address of the registered agent and office is:

**SHEILA SCOTT**

2531 U.S. Hwy. 27 South  
Sebring, Florida 33872

Signature: \_\_\_\_\_

Corporate Officer

Title: President

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

10/23/01

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 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.

Signature: \_\_\_\_\_

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

10/23/01