

Division of Corporations

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**WOMACK MEDIA MANAGEMENT, INC.**

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**ARTICLES OF INCORPORATION
OF
WOMACK MEDIA MANAGEMENT, INC.**

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**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Womack Media Management, Inc. ("Corporation"). The principal office and mailing address of the Corporation is 4355 Pond Apple Drive S., Naples, Florida 34119.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
POWERS**

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator is Charles Alexander Womack, Jr., 4355 Pond Apple Drive S., Naples, Florida 34119.

**ARTICLE VI
BOARD OF DIRECTORS**

6.1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

6.2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the

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responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-Laws from time to time.

6.3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

6.4. As of the date of filing of these Articles of Incorporation, the name and address of the sole member of the Board of Directors who shall hold office until his successor is elected and have qualified as provided in the By-Laws of the Corporation then in existence, or until resignation or removal, are as follows:

Charles Alexander Womack, Jr.
4355 Pond Apple Drive S.
Naples, Florida 34119

6.5. The number of Directors of the Corporation shall be not less than one and the number of Directors of the Corporation may be changed from time to time as provided in the By-Laws.

6.6. Directors shall be elected, removed and hold office as provided in the By-Laws.

ARTICLE VII. OFFICERS

7.1. The officers of the Corporation shall include a President, Secretary and Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-Laws of the Corporation.

7.2. The officers shall be elected, hold office and be removed as provided in the By-Laws.

7.3. The officers shall have such powers and responsibilities as provided in the By-Laws of the Corporation.

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ARTICLE VIII
STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be common shares, no par value. The number of authorized shares may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE IX
REGISTERED OFFICE AND AGENT

9.1. The street address of the Registered Office of this Corporation is Dunwody White & Landon, P.A., 4001 Tamiami Trail North, Suite 200, Naples, Florida 34103.

9.2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is Robert D. W. Landon, II.

ARTICLE X
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested as provided in the By-Laws.

Under penalties of perjury, the undersigned declares that she has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 2 day of July, 2003.



Charles Alexander Womack, Jr.
Incorporator

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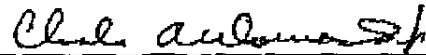
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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

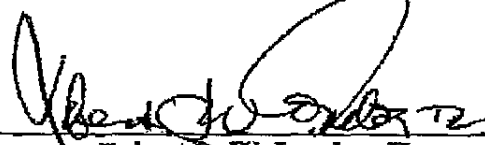
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Womack Media Management, Inc., as a corporation under the laws of the State of Florida, has designated Dunwody White & Landon, P.A., 4001 Tamiami Trail North, Suite 200, Naples, Florida 34103 as its Registered Office and has named Robert D. W. Landon, II, located at that address as its Registered Agent.



Charles Alexander Womack, Jr.
Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.



Robert D. W. Landon, II
Registered Agent

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