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DIVISION OF CORPORATIONS
08 JUN 16 AM 11:26

for 6/17/08

COVER LETTER

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DIVISION OF CORPORATIONS

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

SUBJECT: Times Media Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Amy M. Kiser
Name (Printed or typed)
Rohdert, Steele, Bole & Reynolds, P.A.
535 Central Ave
Address
St. Petersburg, FL 33701-3703
City, State & Zip
727-823-4191
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
TIMES MEDIA SERVICES, INC.

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The undersigned incorporators, being all natural persons of the age of eighteen (18) years or more and a majority of whom are citizens of the United States, desiring to form a for-profit Corporation under the laws of the State of Florida, Chapter 607, Florida Statutes as restated and amended, do hereby certify:

ARTICLE I. CORPORATE NAME

The name of the Corporation shall be **TIMES MEDIA SERVICES, INC.**, hereinafter "Corporation."

ARTICLE II. CORPORATE LOCATION AND MAILING ADDRESS

The place in this state where the principal office and mailing address of the Corporation is to be located is 490 First Avenue South, St. Petersburg, Florida 33701.

ARTICLE III. CORPORATE PURPOSE

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV. DURATION OF CORPORATE EXISTENCE

Said Corporation shall have perpetual existence until dissolved.

ARTICLE V. SUBSCRIBERS

The names and address of the original incorporator to these Articles of Incorporation is:

Andrew P. Corty

490 First Avenue South
St. Petersburg, Florida 33701

ARTICLE VI. DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as the Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of four (4) Directors whose names and address are as follows:

Richard Reeves	490 First Avenue South St. Petersburg, Florida 33701
Marilyn Garateix	490 First Avenue South St. Petersburg, Florida 33701
Jana L. Jones	490 First Avenue South St. Petersburg, Florida 33701
Andrew P. Corty	490 First Avenue South St. Petersburg, Florida 33701

The method of election of subsequent Directors will be stated in the By-Laws.

ARTICLE VII. NUMBER OF SHARES OF STOCK

The Corporation is authorized to have One Thousand (1,000) shares of common stock.

ARTICLE VIII. PREEMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights with respect to any shares issued by the Corporation.

ARTICLE IX. ADOPTION AND AMENDMENT OF BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors. Amendments of the By-Laws may thereafter be proposed by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed By-Law amendment is furnished to each Directors not less than five (5) days prior to such meeting.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors at any regular or special meeting thereof, provided that notice of such

meeting containing the text of the proposed Article amendment is furnished to each Director not less than five (5) days prior to such meeting.

ARTICLE XI. OFFICE AND REGISTERED AGENT

The Corporation shall maintain a registered office and the registered agent and the office address of the registered agent shall be:

Andrew P. Corty

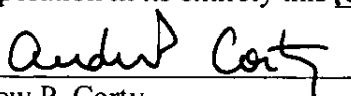
490 First Avenue South
St. Petersburg, Florida 33701

ARTICLE XII. ELECTIONS REGARDING CERTAIN PORTIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two-thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation Section 607.0901 of the Florida Statutes shall **NOT** apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or By-Laws of this Corporation before a control share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenter's rights to receive the fair value of their shares as provided by law. For the purposes of this Corporation, Section 607.0902 shall **NOT** apply.

IN WITNESS WHEREOF, the undersigned incorporator swears that the Board of Directors has voted and a sufficient number have approved and thereby adopted these Articles of Incorporation in its entirety this 12th day of June 2008.



Andrew P. Corty

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 12th day June of 2008, by Andrew P. Corty who (☒) personally known to me or who () produced the following type(s) of identification:




NOTARY PUBLIC

My Commission Expires: 4/30/11

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following Corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the Registered Office / Registered Agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

1. The name of the Company is: TIMES MEDIA SERVICES, INC.
2. The name and address of the Registered Agent and office is: Andrew P. Corty
490 First Avenue South
St. Petersburg, Florida 33701

By:


Andrew P. Corty

DATE: June 12, 2008.

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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 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:


Andrew P. Corty

DATE: June 12, 2008