

P96000017769

LARRY D. PERRY

11404 MAUI LANE, SUITE 400, KNOXVILLE, TN 37901  
408-087-8474 FAX 408-087-4018

February 20, 1996

Florida Department of State  
Corporate Records Division  
Box 6327  
Tallahassee, FL 32314

600001722956  
-02/23/96--01071--018  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: BOSS RADIO GROUP, INC.--ARTICLES OF INCORPORATION**

Good Morning:

Enclosed please find our check in the amount of \$122.50 to cover the cost of filing and recording the enclosed Articles of Incorporation for Boss Radio Group, Inc. and a return of the certificate to this office.

Upon recording please return the certificate and a copy of the stamped articles to this office.

Should you have any questions concerning this matter, please don't hesitate to contact this office for clarification.

Sincerely yours,

  
Larry Perry  
Attorney for  
Boss Radio Group, Inc.

cc: Tim O'Brien

FEB 26 1996 BSB

LARRY D. PERRY GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT NAME: BOSS RADIO GROUP, INC.  
DATE 2/23/96  
DOC. EXAM 15245

1091-11245



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

**February 26, 1996**

**LARRY D. PERRY  
11484 SAGA LANE  
SUITE 400  
KNOXVILLE, TN 37931**

**SUBJECT: BOSS RADIO GROUP, INC.  
Ref. Number: W96000004263**

We have received your document for BOSS RADIO GROUP, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

Please return 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 (904) 487-6925.

**Brenda Baker  
Corporate Specialist**

**Letter Number: 396A00008258**

**ARTICLES OF INCORPORATION  
OF  
BOSS RADIO GROUP, INC.**

**FILED**  
**96 FEB 23 AM 11:56**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of the corporation shall be **BOSS RADIO GROUP, INC.**

**ARTICLE II.**

**Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III.**

**Stock**

The authorized capital stock of the Corporation shall consist of **1,000** shares of Common Stock with **NO PAR** value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreement with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

**ARTICLE IV**

**Right of Purchase**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share at the price at which it is offered to

others.

**ARTICLE V**  
**Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

**Tim O'Brien**  
2615 East 15th Street  
Panama City, FL 32403

**ARTICLE VI**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be **2615 East 15th Street, Panama City, FL, 32403**. The name of the initial registered agent of the Corporation at the above address shall be **Tim O'Brien**. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent. The principal office shall be the same as the registered office.

**ARTICLE VIII**  
**Number of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE IX**  
**Initial Board of Directors**

The Initial Board of Directors shall consist of five members. The names and street addresses of the members of the Initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

**Tim O'Brien**  
2615 East 15th Street  
Panama City Florida 32403

**Leigh O'Brien**  
2615 East 15th Street  
Panama City, FL 32403

**ARTICLE X**  
**Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person except President and Secretary which must be two individual persons.

**ARTICLE XI**  
**Stock Transfer Restriction**

Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

A. Such shareholder shall give written notice by registered mail to the secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, the name of the prospective purchaser, and the terms upon which the sale is to

be made. The corporation shall have 10 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.

B. In the event that the corporation should fail to purchase all of such shares within the said 10 day period, the secretary of the corporation shall, within 5 days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within 10 days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the Secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefore with authorization to pay such purchase price against delivery of such shares.

C. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overage as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

D. If none or only a part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so

purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave the corporation.

E. All stock certificates shall bear a notation that they are issued and outstanding subject to this Charter restriction.

F. Any sale of the shares of the corporation shall be null and void unless the provisions of this section are strictly observed and followed.

## **ARTICLE XII**

### **Indemnification of Directors and Officers**

A. The Corporation hereby indemnify and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to

indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses



of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled there to as authorized in this section.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### **ARTICLE XIII**

##### **Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

#### **ARTICLE XIV**

##### **Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### **ARTICLE XV**

##### **Other Provision**

A. The holders of the shares of common stock herein authorized shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

B. The shares issued by the Corporation are to qualify under Section 1244 of the Internal Revenue Code granting ordinary loss treatment to the shareholders in the event that any such loss is sustained on such shares issued.

C. The Corporation elects to have preemptive rights.

D. The members of the Board of Directors of the Corporation shall not be personally liable in money damages, except for:

- (i) breach of duty of loyalty;
- (ii) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law; or
- (iii) unlawful distributions, all pursuant to Florida Statutes, as amended.


IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his and seal this \_\_\_\_ day of February, 1996.

  
\_\_\_\_\_  
Tim O'Brien

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

BOSS RADIO GROUP, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 2615 East 15th Street, Panama City, FL 32403, as its initial Registered Office and has named Tim O'Brien located at said address as its initial Registered Agent.

BY:   
TIM O'BRIEN  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of the Florida Statutes Section 48.091 relative to keeping the office open.

  
TIM O'BRIEN

**FILED**  
96 FEB 23 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA