

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Incorporation, Nonprofit Corporation

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

RADIO FREE COMMUNICATIONS, INC.,
a nonprofit corporation duly organized under the laws of the State of South Carolina on October 11th, 2004, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable, or other eleemosynary purpose.

Now, therefore, I Mark Hammond, Secretary of State, by virtue of the authority in me vested by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great
Seal of the State of South Carolina this
11th day of October, 2004.

Mark Hammond

Mark Hammond, Secretary of State

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION

OCT 11 2004

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is Radio Free Communications, Inc.
2. The initial registered office of the nonprofit corporation is 252 South Dargan Street, Suite A
Florence, Florence County, South Carolina 29506
City County State Zip Code

The name of the registered agent of the nonprofit corporation at that office is

Kris Meade

Print Name

I hereby consent to the appointment as registered agent of the corporation.

Kris Meade
Agent's Signature

3. Check "a", "b", or "c" whichever is applicable. Check only one box:
- a. ☐ The nonprofit corporation is a public benefit corporation.
- b. ☒ The nonprofit corporation is a religious corporation.
- c. ☐ The nonprofit corporation is a mutual benefit corporation.
4. Check "a" or "b", whichever is applicable:
- a. ☐ This corporation will have members.
- b. ☒ This corporation will not have members.
5. The address of the principal office of the nonprofit corporation is
252 South Dargan Street, Suite A, Florence, Florence County, South Carolina 29506
Street Address City County State Zip Code
6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.
- a. ☒ Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, or to such organization or organizations, or to such other organization or organizations, which are organized and operated



exclusively for such purposes.

- b. ☐ Upon dissolution of the corporation, consistent with the law, the remaining assets of the corporation shall be distributed to

7. If the corporation is a mutual benefit corporation (when box "c" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

- a. ☐ Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

- b. ☐ Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See 33-31-202(c) of the 1976 South Carolina Code of Laws, as amended, the applicable comments thereto, and the instructions to this form)

None

9. The name and address of each incorporator is as follows (only one is required)

Kris Meade, 252 South Dargan Street, Suite A, Florence, South Carolina 29506

Name

Address

Zip Code

Name

Address

Zip Code

Name

Address

Zip Code

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

None

Name (Only if named in articles)

Signature of director

Name (Only if named in articles)

Signature of director

Name (Only if named in articles)

Signature of director

11. Each incorporator must sign the articles.

Kris Meade
Signature of incorporator

Signature of incorporator

Signature of incorporator

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

OCT 29 2013

NONPROFIT CORPORATION
ARTICLES OF AMENDMENT

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to the provisions of Section 33-31-1005 of the 1976 South Carolina Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment.

1. The name of the nonprofit corporation is Radio Free Communications, Inc.
(Must match name on record with Secretary of State's Office)
2. Date incorporated October 11, 2004
(Must match date on record with Secretary of State's Office)
3. On October 16, 2013, the following amendment was adopted, "The purpose of this
(Date the amendment was decided upon)
amendment is to change the principal place of business to 2005 West Sumter Street,
Florence, SC 29501, to change the address of the incorporator, Kris Meade, to 917
Charlestowne Blvd., Florence SC 29505, and to change the address of the registered
agent, Kris Meade, to 917 Charlestowne Blvd., Florence, SC 29505."
4. ☒ By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, (b) the amendment was approved by a sufficient vote of the board or directors or the incorporators. (Do not check this paragraph #4 if member vote was required or if the required vote of directors or incorporators was not obtained.)
5. If the approval of the members was required to adopt the amendment(s), provide the following information:
 - (a) Designation (Classes of Membership) _____
 - (b) Number of memberships outstanding _____
 - (c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment _____
 - (d) Number of votes of each class indisputably voting on the amendment _____
 - (e) Complete one of the following as appropriate
 - (i) Total number of votes cast for and against the amendment by each class entitled to vote separately

 - (ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class

131029-0144

RADIO FREE COMMUNICATIONS, INC.

FILED: 10/29/2013

Filing Fee: \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State

Name of Corporation

6. ☐ By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 South Carolina Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)
7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself _____


8. ☐ If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

10/28/13

Date

Radio Free Communications, Inc.

Name of Corporation



Signature of Officer

Kris Meade

Type or Print Name

CEO

Position of Officer

FILING INSTRUCTIONS

1. Two copies of this form must be submitted for filing.
2. Filing fee of \$10.00 payable to the Secretary of State
3. A self addressed stamped return envelope.
4. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk which will allow for expansion of space on the form.

Mail to: Secretary of State
Attn: Corporations
1205 Pendleton St, Suite 525
Columbia, SC 29201

BY-LAWS
OF
RADIO FREE COMMUNICATIONS, INC.

As Adopted February 2006; and
Amended this 16th day of October, 2013.

BYLAWS
OF
RADIO FREE COMMUNICATIONS, INC.

ARTICLE I

NAME, REGISTERED OFFICE, AND REGISTERED AGENT

Section 1. Name. The name of this corporation is Radio Free Communications, Inc. (the “Corporation”).

Section 2. Registered Office and Registered Agent. The address of the registered office of the Corporation is 2005 West Sumter Street, Florence, SC 29501. The name of the initial registered agent of the Corporation is Kris Meade, whose address is 917 Charlestowne Blvd., Florence, SC 29505.

Section 3. Purpose. The purpose of the Corporation shall be to facilitate and promote a Christian radio station consisting of Christian musical artists, Christian announcers, and Christian programming in Florence County. This Corporation, will seek to own a radio broadcast station, which will produce and provide programming 24 hours a day, 7 days a week produced by this corporation. We commit to no less than 8 hours of original programming produced 7 days a week. Further, this corporation will be involved in the production and dispersion of education and religious media, and the transaction of any or all lawful business for which may be conducted by such enterprise. We will provide a publicly accessible main studio, and corporate headquarters, with local program origination capability, staffed with volunteers working 20 or more hours per week between 7 am – 10 pm (at a minimum), and within 10 miles of the proposed transmitting antenna site.

ARTICLE II

FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end on December 31.

ARTICLE III

MEMBERS

The Corporation shall not have members.

ARTICLE IV

THE BOARD OF DIRECTORS

Section 1. Number, Qualifications and Term of Office. The business and affairs of the Corporation shall be managed by a Board of not less than three nor more than nine directors, none of whom need to be resident in the State of South Carolina. This Corporation will require 75% of the total board membership (directors) to be held by members that reside within 10 miles of the proposed transmitting antenna site. The then serving directors may, at any special meeting held for the purpose during any such year, increase or decrease (within the limits above specified) the number of directors thus fixed. In the absence of a resolution of the then serving directors altering the number of directors, the number of directors shall be the same as the number previously serving. Each director, except one appointed to fill a vacancy, shall be elected to serve for the term of three (3) years and until his successor shall be elected and shall qualify.

Section 2. Vacancies. Vacancies on the Board of Directors shall be filled by a majority of the remaining then serving directors, though less than a quorum. Each director so selected shall serve until his successor is elected by the directors at the next annual meeting or at a special meeting. The other members of the Board of Directors may declare vacant the office of a director who is convicted of a felony or who is declared of unsound mind by an order of the court.

Section 3. Compensation of Directors. The directors shall not receive any compensation for their services.

Section 4. Removal. At a meeting of directors called for that purpose, the entire Board of Directors or any individual director may be removed from office without assignment of cause by the vote of a majority of the directors.

ARTICLE V

MEETINGS OF THE BOARD

Section 1. Place of Meeting. The meetings of the Board of Directors may be held at the registered office of the Corporation or (subject to Section 2 of Article V of these Bylaws) at any place within or without the State of South Carolina that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year to elect officers and consider other business.

Section 3. Special Meeting. Special meetings of the Board of Directors may be called at any time by the Chairman or by any two members of the Board.

Section 4. Notice of Meetings. Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least twenty-four hours before the meeting. This notice may be given either personally or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the Corporation.

Section 5. Waiver of Notice. A director may waive in writing notice of a special meeting of the Board either before or after the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 6. Quorum. At meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the board.

Section 7. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 8. Informal Action. If all the directors severally or collectively consent in writing to any action taken by the Corporation and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

ARTICLE VI

OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Officers. The executive officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, Secretary and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the board or be appointed in a manner prescribed by the board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the Corporation. The salaries of other agents and employees of the Corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An officer or agent of the Corporation may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interest of the Corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. President: Powers and Duties. The President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation. He shall preside at all meetings of directors and discharge the duties of a presiding officer, shall present at each annual meeting of the directors a report of the business of the Corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors from time to time prescribe.

Section 6. Secretary: Powers and Duties. The Secretary shall attend all meetings of the directors and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall give, or cause to be given, notice of all meetings of the directors and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursement and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the Corporation and shall render to the President or the Board of Directors whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the Corporation.

Section 9. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable the board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII

SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by the Chairman or Treasurer. All checks made payable to employees shall be signed by the Treasurer only.

Section 3. Voting Shares Held in Other Corporations. In the absence of other arrangements by the Board of Directors, shares of stock issued by any other corporation and owned or controlled by this Corporation may be voted at any members' meeting of the other corporation by the President of this Corporation or, if he is not present at the meeting, the shares may be voted by such person as the Chairman and Secretary of the Corporation shall by duly executed proxy designate to represent the Corporation at the meeting.

ARTICLE VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, or employee of or member of a committee of or any persona connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members (if any) of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation remaining in the hands of the Board of Directors, shall be distributed in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may be amended.

ARTICLE IX

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE X

AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board; provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

ARTICLE XI

EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation to permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

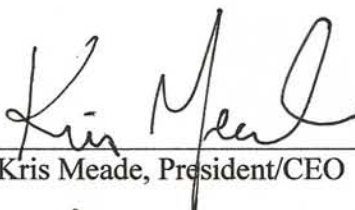
ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify its current and former Directors, Officers, Employees, and Agents against expenses and liabilities incurred as a result of actual or threatened litigation arising from the performance of their official duties to the fullest extent permitted by law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which Directors, Officers, Employees or Agents

may be entitled under any Bylaw, agreement, resolution of the Board of Directors, or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the U.S. Internal Revenue Code. Further, if at any time or times, the Corporation is a private foundation within the meaning of Section 509 of the U.S. Internal Revenue Code, then during such time or times no payment shall be made under this Article if such payment would constitute an act of self-dealing as defined in Section 4941(d) of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the Corporation has caused these Bylaws to be executed by its President effective on the 22nd day of February, 2006, and now amended by the Board of Directors October 2013.

By: 
Kris Meade, President/CEO

Attest: 
Whitney Meade, Secretary