

# **ARTICLES OF INCORPORATION OF NORFOLK COMMUNITY RADIO**

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of incorporation of NORFOLK COMMUNITY RADIO (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "ACT").

## **ARTICLE I - NAME**

The name of this Corporation shall be NORFOLK COMMUNITY RADIO.

## **ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 745 Pecan Point Rd Norfolk VA, USA 23502.

## **ARTICLE III - EDUCATIONAL PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Specifically, the purposes of the Corporation include Christian worship and to share the Gospel of Jesus Christ, the Bible and information about the Christian faith to as many people as possible using any effective lawful means.

## **ARTICLE IV - EXISTENCE**

The existence of this Corporation shall be perpetual.

## **ARTICLE V - RESTRICTIONS**

- a. No Private Increment. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, trustees, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article III hereof. The Corporation shall not have capital stock or shareholders.
- b. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- c. No Political Campaigning. The Corporation shall not participate in, or intervene in (Including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- d. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI - TRUSTEES**

- a. Number. The Trustees of the Corporation shall consist of not fewer than three (3) trustees or directors and not more than a maximum number determined by the Corporation's Bylaws as amended from time to time.
- b. Powers. The Trustees or Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

- c. Term. The term of each Trustee or Director shall be as established in the Corporation's Bylaws.
- d. Election. The method of electing the Trustees and Directors shall be contained in the corporation's Bylaws.
- e. The initial Board of Directors shall consist of the following persons at the following addresses:
  - 1. Lupita Villalpando 745 Pecan Point Rd Norfolk VA, USA 23502
  - 2. Sergio Garcia 745 Pecan Point Rd Norfolk VA, USA 23502
  - 3. Eleazar Soto 745 Pecan Point Rd Norfolk VA, USA 23502

## **ARTICLE VII - DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an entity or entities described in sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code.

## **ARTICLE VIII – MEMBERS**

The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated by the Corporation's by laws.

## **ARTICLE IX – POWERS**

- a. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations.
- b. Restrictions. Notwithstanding any other provisions of the Articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue code, or by a Corporation to which contributions are deductible under Sections 170(b) (1) (A) or (B) and 170(c) (2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).
- c. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

## **ARTICLE X - AMENDMENTS**

- a. Bylaws. Amendments to the Corporation's Bylaws may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.
- b. Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Norfolk Community Radio  
File Number: 801869809

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/21/2013

Effective: 10/25/2013



A handwritten signature of John Steen in black ink.

John Steen  
Secretary of State



## Office of the Secretary of State

October 22, 2013

Attn: Antonio Cesar Guel

Antonio Cesar Guel  
2605 Hyacinth Dr  
Mesquite, TX 75181 USA

RE: Norfolk Community Radio  
File Number: 801869809

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It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at [www.irs.gov](http://www.irs.gov).

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555  
Enclosure

**Form 202**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

Filing Fee: \$25

**Certificate of Formation  
Nonprofit Corporation**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801869809 10/21/2013  
Document #: 510559150007  
Image Generated Electronically  
for Web Filing

**Article 1 - Corporate Name**

The filing entity formed is a nonprofit corporation. The name of the entity is :

**Norfolk Community Radio**

**Article 2 – Registered Agent and Registered Office**

☐ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

**Name:**

**Maria Cristina Guel**

C. The business address of the registered agent and the registered office address is:

**Street Address:**

**5787 S. Hampton Rd, Suite 200 Dallas TX 75232**

**Consent of Registered Agent**

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

**Article 3 - Management**

☐ A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

☒ B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Lupita Villalpando**

Title: **Director**

Address: **745 Pecan Point Rd Norfolk VA, USA 23502**

Director 2: **Sergio Garcia**

Title: **Director**

Address: **745 Pecan Point Rd Norfolk VA, USA 23502**

Director 3: **Eleazar Soto**

Title: **Director**

Address: **745 Pecan Point Rd Norfolk VA, USA 23502**

**Article 4 - Organization Structure**

☒ A. The corporation will have members.

or

☐ B. The corporation will not have members.

**Article 5 - Purpose**

The corporation is organized for the following purpose or purposes:

**Community Radio**

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

#### Effectiveness of Filing

☐ A. This document becomes effective when the document is filed by the secretary of state.

OR

☒ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is: **October 25, 2013**

#### Organizer

The name and address of the organizer are set forth below.

**Antonio Cesar Guel**      **2605 Hyacinth Dr Mesquite, TX 75181**

#### Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Antonio Cesar Guel**

Signature of organizer.

FILING OFFICE COPY