

EDUCATIONAL STATEMENT

Point FM Ministries, Inc., (Point) is a Virginia non-profit corporation which is to be operated as a tax exempt religious/educational organization. Initial organizational documents are attached.

The educational purposes of Point are to teach how to live good and productive lives according to the Scripture. Point will ascertain and develop educational programming for its community of license to address these educational objectives.

Point will offer a variety of educational programming to address matters of community interest from a Christian perspective. Programming will include music, news, discussion of current issues, and Bible teaching. Point will produce local programs as well as carrying network programming and nationally syndicated teaching programs. The station will carry public service announcements to inform the community about activities and opportunities provided by local churches and other organizations.

ARTICLES OF INCORPORATION OF POINT FM MINISTRIES, INC.

We, the undersigned, hereby associate ourselves to establish a non-stock, non-profit corporation under the provisions and subject to the requirements of law in such cases made and provided for the purposes hereinafter enumerated.

- I. The name of the corporation shall be Point FM Ministries, Inc.
- II. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). The corporation may engage in the construction, conduct, operation and maintenance of a non-commercial, educational FM broadcasting station in conformity with Federal Communication Commission (F.C.C.) regulations and the laws of the Commonwealth of Virginia in furtherance of the above stated purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 the preceding paragraph hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

- A. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future

United States Internal Revenue law) or

- B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).
- III. The corporation shall have no members, but shall be governed and regulated by its Board of Directors.
- IV. The Directors of the corporation shall be elected by the initial Board of Directors, and thereafter the Directors of the corporation shall be elected by majority vote of the Board of Directors.
- V. The internal affairs of the corporation shall be governed by the By-laws of the corporation which shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors.
- VI. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

The affirmative vote of a majority of the Board of Directors shall be required before the issuance of any corporate bond or note obligations secured by a lien.

- VII. The address of the initial Registered Office of the corporation shall be 221 Nightingale Avenue, in the city of Stephens City, Virginia 22655. The Registered

BY-LAWS

NAME: The name of this Corporation is Point FM Ministries, Inc.

PURPOSE: The purposes for which the corporation is organized is to construct, conduct, operate and maintain a non-commercial, educational FM broadcasting station in conformity with Federal Communication Commissions (F.C.C.) Regulations and the laws of the Commonwealth of Virginia, in furtherance of an educational, instructional and cultural program. In addition, it may engage in other similar non-profit enterprises, including but not limited to recording; printing; publishing; promotion; distribution of related literature, either educational or religious; and missionary outreach and related non-profit businesses. In addition, the corporation shall have the power to conduct all lawful affairs not required to be specifically stated in the Articles of Incorporation, for which corporations may be incorporated under the laws of the Commonwealth of Virginia.

This Corporation is formed exclusively for charitable, religious and educational purposes.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE I

Section 1 - Principal Office

The principal office of the Corporation shall be located at _____ in the _____ of _____, Virginia _____. The Corporation may establish and maintain offices or mailing addresses at any other place or places within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine.

Section 2 - Records

There shall be kept in the principal or any other designated office of the Corporation

books or records of financial accounts, activities and transactions of the Corporation, including a minute book which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws and all amendments thereto, and all minutes of meetings of the Board of Directors.

ARTICLE II *Membership of the Corporation*

The Corporation shall not have members. The Board of Directors is the only voting body of the Corporation. The Corporation is organized on a non-stock basis.

ARTICLE III *Board of Directors*

Section 1 - Members

On the day of incorporation, the incorporators elected the first members of the Board of Directors. Henceforth those members shall have the authority to fill any vacancy in the membership resulting from death, resignation, incapacity to act or other cause. The remaining Directors may call a special meeting of the members to fill such vacancy or may themselves at any meeting of the Board, elect a successor to hold office for the unexpired term of the Director whose place shall be vacant. Members shall also have the authority to elect new members.

Section 2 - Number and Term of Office

The Board of Directors shall consist of three to ten directors to be elected at each annual meeting of the Board. Each director shall hold office until the annual meeting when (s)he may be re-elected or his (her) successor shall be duly chosen.

Section 3 - Powers and Duties

The entire direction and management of the affairs, properties, and funds of the Corporation shall be vested in the Board of Directors. They shall have complete and exclusive discretion to determine all investments and reinvestment, and all expenditures, disbursements, or distributions and shall appoint or employ personnel. They shall furthermore determine the program and services which carry out the purposes of the Corporation, subject to the restrictions imposed by law or by these By-laws.

Section 4 - Place of Meeting

The Board of Directors may hold their meetings at such place or places within or without the Commonwealth of Virginia as the Board or the President from time to time may determine.

Section 5 - Annual Meeting

The Board of Directors shall hold an annual meeting for the election of officers and for the transaction of such other business as may properly come before the meeting.

Section 6 - Other Meetings

In addition to the regular annual meeting, regular meetings of the Board of Directors shall be held on such dates as may be fixed from time to time by the Board of Directors. Special meetings of the Board of Directors shall be called by the Secretary whenever directed by the President, Board of Directors, or any two members thereof.

Section 7 - Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 8 - Notice of Meeting

Notice of the place, day and hour of any regular meeting of the Board of Directors, and notice of the place, day and hour and purposes of every special meeting of the Board of Directors shall be given to each director.

Section 9 - Quorum

A majority of the Directors in office at any time shall constitute a quorum for the transaction of business; but less than a quorum may adjourn any meeting from time to time until a quorum is present. Each director shall have one vote, which may be presented by proxy.

Section 10 - Annual Reports

The Board of Directors shall keep a record of the whole amount of real and personal property owned by it, where located, where and how invested, the amount and nature of the property acquired during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, the manner of acquisition, an outline of the programs and services provided by the Corporation during said year; and the names and places of residence of persons who have been admitted to the Board of Directors during said year.

Section 11 - Committees

The Board of Directors may establish such Committees as it deems necessary for the function of certain projects or the acquisition of pertinent information. Members of such committees need not be composed entirely of the members of the Board but at least one member of the Board shall be a member of each Committee. Such committees are subject to the Board of Directors.

Section 12 - Consultants or Advisors

The Board of Directors may from time to time invite persons as consultants and advisors whose function is to advise, assist, provide resource information or perspective on matters of the Corporation and its services. They shall not have voting power. The duration of their appointment is as necessary and to be determined by the Board of Directors. No compensation or honorarium shall be allotted to such consultants, their services being voluntarily sought by the Corporation. Any number or all of such consultants may be called together for a special meeting with the Board or with designated members of the Board, or they may be called upon individually to give their advice.

Section 13 - Rules and Regulations

The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary.

Section 14 - Employees or Staff

The Board of Directors shall hire and fix the compensation of any and all staff members and employees which they may determine to be necessary to conduct the affairs and business of the Corporation. Any member of the Board may also be an employee if legitimate designated services are rendered to the Corporation.

ARTICLE IV
Officers of the Corporation

Section 1 - Number of Officers, Election, Qualifications and Term of Office

The officers of the Corporation shall be one and the same as the officers of the Board of Directors. They shall consist of a President, such Vice Presidents as the Board of Directors may designate, a Secretary and a Treasurer. One person may hold more than one office but the office of President and Secretary may not be held by the same person. The officers shall be elected by majority vote of the quorum at each regular annual meeting of the Board, or, if not elected at such meeting, at any subsequent meeting of the Board, as the Board may determine. Any vacancy in any office caused by any reason whatsoever may be filled by the Board of Directors at any meeting by like vote. Officers shall hold office until the next annual meeting and until the election and qualification of their respective successors.

Section 2 - President

The President shall preside at all meetings of the Board of Directors, shall act as chairman and call to order all meetings of the members, and shall be the Chief Executive Officer. Subject to the supervision of the Board of Directors, the President shall have general charge of the affairs of the Corporation, and shall see that all orders and resolutions are carried out. He shall, when required by the Board of Directors, make a full, written report in respect to any designated matter and shall execute and acknowledge all contracts, documents, checks, bonds or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be delegated by the Board or these By-Laws. In general, he shall perform all duties incident to the office of the President and such other duties as may from time to time be delegated by the Board of Directors.

Section 3 - Vice Presidents

The Vice Presidents shall assist the President with his responsibilities upon the request of the President and shall perform such duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the President, the First Vice President, unless the Board of Directors otherwise determines, shall be vested with all the powers and perform all the duties of the President. They shall have such powers and duties as may from time to time be delegated by the Board of Directors.

Section 4 - Secretary

The Secretary shall act as Secretary of the Board of Directors and also as Secretary at all meetings; shall give or cause to be given all required notices of meetings of the Directors; shall record all meetings of the Directors in a book to be kept for that purpose; shall file any certificate required by any statute, federal or state; and, in general, shall perform all duties incident to the office of Secretary. He shall have such powers and duties as may from time to time be delegated by the Board of Directors. All minutes and records remain the property of the Corporation.

Section 5 - Treasurer

The Treasurer shall receive the monies of the Corporation and shall deposit the same in such banks, trust companies, or other depositories as may be selected pursuant to the provisions of Section 2 of Article V of these By-Laws. Subject to the provisions of Section 3 of Article V of these By-Laws, he shall have custody of all securities, valuable papers and documents of the Corporation. He shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when and as required by the President or Board of Directors, render a statement of the financial condition of the Corporation. In general, he shall perform all duties incident to the office of the Treasurer, and have such other powers and duties as may from time to time be delegated by the Board of Directors. All records and accounts remain the property of the Corporation. The Treasurer shall arrange for the annual audit of the records and accounts.

ARTICLE V

Contracts, Checks, Notes, Bank Accounts, Compensation, Etc.

Section 1 - Signatures

All contracts of the Corporation and all checks and drafts and other orders for the payment of money out of funds and all promissory notes and other evidences of indebtedness shall be signed on behalf of the Corporation by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2 - Bank Accounts

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in a general or special account in such banks, trust companies, or other depositories as the Board of Directors may from time to time select; and for the purpose of such deposit, not only the Treasurer but also such officer or officers, agent or agents, to whom such power may be delegated by the Board of Directors may endorse, assign and deliver any checks, drafts, or other orders for the payment of monies which are payable to the order of the Corporation.

Section 3 - Securities and Valuable Papers

All securities, valuable papers and documents of the Corporation shall, if the Board of Directors so determines, be deposited with or placed in the custody of such depository or depositories as the Board may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents, of the Corporation to whom such power may be delegated by the Board of Directors.

Section 4 - Compensation

No compensation or payment shall ever be paid or made to any member, officer, director, trustee or organizer of this Corporation, or substantial contributors to it, except as a reasonable allowance for actual expenditures or services actually rendered to or for this Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individuals within the meaning of the Internal Revenue Code as amended.

ARTICLE VI *Fiscal Year*

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

ARTICLE VII
Disposition of Assets on Dissolution

In the event of termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets after payment of all just debts and obligations, shall be distributed to, and only to, one or more organizations which qualify as an exempt charity under the regulations of the Bureau of Internal Revenue, and which have similar purposes. This shall be decided by unanimous vote of the Board of Directors at the time of dissolution and of the original members of the Board of Directors and Incorporators, if other than those in office at the time of dissolution.

ARTICLE VIII
By-Laws and Amendments

Section 1 - Initial By-Laws

The initial By-Laws of the Corporation were adopted by the Board of Directors at a scheduled meeting on _____, all members of the initial Board of Directors being present.

Section 2 - Amendments

These By-Laws, or any of them, may be altered, amended or repealed by a vote of the majority of those present at any annual meeting or special meeting of the members of the Board of Directors at which a quorum is present. No amendment shall be made which shall jeopardize the tax exempt status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as may hereinafter be amended.

Agent at such address is Richard B. Clemenson, who is a resident of Virginia and whose business address is identical with said Registered Office and who is a Director of the corporation.

- VIII. The number of Directors constituting the initial Board of Directors shall be six (6), and the names, addresses, citizenship, and occupations of the persons who are to serve as the initial Directors are:

Name / Address / Citizenship / Occupation

Maurice C. McGraw, 1486 Double Church Rd, Stephens City, VA 22655, US, Bus
James Trinch 2658 Stoneridge Rd Winchester, VA 22601, US, Sales Representative
Len Burdick - 113 Lotigo Ct - Stephens City, VA 22655 - USA - Minister
Philip Dineello - 1238 Apple Pie Ridge Rd. - Winchester, Va 22603 - USA - Retired

- IX. The number of Directors may be changed by the By-laws.
- X. The duration of the corporation shall be perpetual.

Given under our hands this 17th day of November, 2015.

Richard B. Clemenson
Min. Clemenson
James Trinch
Philip Dineello
Jack E. Clemenson



Order #39036139

Richard Bruce Clemenson
The Point FM Ministries, Inc
P.O. Box 383
Stephens City, VA 22655



Dear Richard Bruce Clemenson:

Thank you for ordering your Non-Profit Corporation from LegalZoom. Your corporation documents are enclosed in this package.

Your Non-Profit Articles of Incorporation have been filed with the Secretary of State, and your Non Profit Corporation is now active. Please keep in mind organizing as a non-profit organization at the state level does not automatically grant the organization exemption from federal income tax. In general, an organization must file its exemption application also known as the 501c(3) application, within 27 months from the end of the month in which it was formed. If it does so, it may be recognized as exempt back to the date of formation. If an organization files its exemption application after the 27-month deadline, exempt status may only be recognized from the filing date forward. If you have not asked LegalZoom to prepare the 501c(3) application, please give us a call at (888) 381-8758 and we would be happy to assist you.

To complete the incorporation process, simply follow these final wrap-up instructions. **It is very important to complete each of these steps to ensure the legality of the corporation.**

1. Congratulations, your employer identification number is 47-4447824. This is also known as your tax identification number. If you have any questions regarding your tax identification number, please contact the IRS at (800) 829-4933. We require your signature on the Form SS-4 for our records. Please have the listed officer sign and date where indicated at the end of the document and return it in the self-addressed envelope provided. Alternatively, you may fax the signed document to (323) 962-0227.

513461735