



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2006

THE WARNER LAW FIRM, P.A.
PO BOX 1820
PANAMA CITY, FL 32402

The Articles of Incorporation for ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC. were filed on August 14, 2006 and assigned document number N06000008584. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

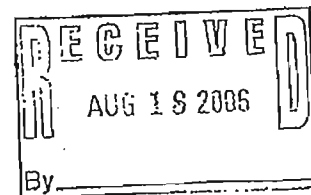
A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4 or by going to their website at www.irs.ustreas.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Justin M Shivers, Document Specialist
New Filing Section

Letter Number: 606A00050358



P.O. BOX 6327 -Tallahassee, Florida 32314

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC., a Florida corporation, filed on August 14, 2006, as shown by the records of this office.

The document number of this corporation is N06000008584.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of August, 2006



CR2EO22 (01-08)

Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF INCORPORATION

of

ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.

(A Corporation Not for Profit)

The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I
Name

The name of the Corporation shall be **ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.**

Article II
Duration

The duration of the Corporation is perpetual.

Article III
Principal Office

The principal place of business and mailing address of the Corporation, located in Bay County, Florida, shall be:

3308 E. 15th Street
Panama City, FL 32405

Article IV
Purposes

The purposes and power for which the Corporation (hereinafter called the Corporation) is organized are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1. Said Corporation is organized for charitable, religious, scientific, literary, or educational 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 section of any future federal tax code; providing or arranging for production of educational and religious based media programs and for the purpose of accomplishing the same; to receive and maintain real or personal property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Third 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 or in opposition to 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 section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Upon the 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 assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article V

Qualification and Admission of Members

The qualifications for members and the manner of their Admission to the Corporation shall be regulated by the By-Laws of ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.

Article VI

Board of Directors and Manner of Election

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than three (3) elected directors nor more

than fifteen (15) elected directors from among the membership of the Corporation, as may be fixed by the By-Laws. Such directors will be elected at the annual meeting of the members of this Corporation to be held in July of each year at such time and at such place as the Board of Directors may from time to time fix.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII
Initial Directors and/or Officers

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Rev. Peter L. Zalewski, Pastor
St. Dominic's Catholic Church
3308 E. 15th Street
Panama City, FL 32405

Msgr. Luke Hunt
Diocese of Pensacola- Tallahassee
11 North B Street
Pensacola, FL 32501

Msgr. Mike Reed
St. Anne Catholic Church
100 Daniel Drive
P.O. Box 1057
Gulf Breeze, FL 32562

Mr. Tom Neubauer
ERA Neubauer Real Estate, Inc.
740 S. Tyndall Parkway
Parker, FL 32404

Article VIII
Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Timothy M. Warner, Esq.
The Warner Law Firm, P.A.
519 Grace Avenue
Panama City, FL 32401

Article IX
Incorporator

The name and address of the Incorporator is:

Rev. Peter L. Zalewski, Pastor
3308 E. 15th Street
Panama City, FL 32405

Article X
Indemnification

The Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act.

Article XI
Non-stock Corporation

The Corporation is organized on a non-stock basis and shall not issue shares of

stock evidencing membership in the Corporation; provided that, membership in the Corporation may be evidenced by a certificate of membership which shall contain a statement printed prominently on the face of the certificate that the Corporation is a corporation not for profit. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its past or present members, directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current member, director or officer.

Article XII
By-Laws

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors and presented by the Board to the membership at any annual or special meeting. Such proposed amendments may then be adopted by the approval of two-thirds of the members present at such annual or special meeting.

Article XIII
Restrictions

A. The purposes for which the organization is organized are religious, charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Notwithstanding any other provision of these Articles, upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, for such purposes.

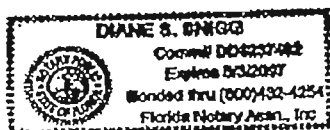
Executed this 08 day of August, 2006.

Rev. Peter L. Zalewski

Rev. Peter L. Zalewski, Pastor,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th day of August, 2006, by Rev. Peter L. Zalewski, Pastor, who is personally known to me and who did not take an oath.



Diane S. Snigg
Notary Public
My Commission Expires: 8-3-07
Commission No. DD 0237482

ACCEPTANCE OF REGISTERED AGENT

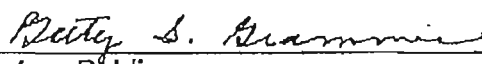
I, TIMOTHY M. WARNER, having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


TIMOTHY M. WARNER
Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of August, 2006, by TIMOTHY M. WARNER, who is personally known to me and who did not take an oath.




Notary Public
My Commission Expires: _____
Commission No. _____

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SEC. OF STATE
TALLAHASSEE, FLORIDA