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STATE OF TENNESSEE  
CHARTER OF  
VOLUNTEER CHRISTIAN TELEVISION, INC.

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The undersigned natural person, having capacity to contract, and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, compiled in chapters 51-68 of Title 48 of the Tennessee code Annotated adopts the following charter for such corporation:

FIRST:                Name.    The name of the corporation is: **VOLUNTEER  
CHRISTIAN TELEVISION, INC.**

SECOND:            Duration. The duration of the corporation shall be perpetual.

THIRD:             Address. The address of the principal office of the corporation in the  
State of Tennessee shall be: 14346 Lebanon Road, Old Hickory, TN  
37135-1663; Wilson County.

FOURTH:           Incorporator(s). The name and address of the incorporator(s) are:

1.     Wayne Wetzel, 1745 Casey Jones, Clearwater, Florida, 33765
2.     Robert D'Andrea, 8100 Ulmerton Road, Largo, Florida 33771
3.     Virginia Oliver, 5389 Springwood Blvd., Pinellas Park,  
Florida 33782
4.     Bishop Jimmy Smith, 3736 Craig Mont Drive, Tampa, Florida  
33131
5.     David Gibbs III, P.O. Box 4010, Seminole, Florida, 33775

FIFTH: Registered Agent. The registered agent of the corporation in the State of Tennessee shall be: Shelley I. Stiles, Shelley I. Stiles & Associates, 5214 Maryland Way, Suite 402, Brentwood, TN 37027; Williamson County.

SIXTH: Corporate Designation. The corporation is not-for-profit and shall be a public benefit corporation and a religious corporation.

SEVENTH: Purpose. The Corporation is organized and shall be operated for the following charitable and religious purposes:

(1) To produce and broadcast to the general public religious television and radio programs and thereby educate and instruct the general public in religious matters, and make available guidance to promote the general public welfare.

(2) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

EIGHTH: Powers. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and object, including, but not limited to, the following:

(1) To own, lease, or otherwise acquire and to manage, operate and

control radio broadcasting and telecasting systems or stations and any other means of communication.

(2) To enter into, make, perform and carry out contracts of every kind, with any person, firm, corporation, private, public, or municipal body politic, under the government of the United States, or any territory, district, protectorate, dependency, or insular or other possession or acquisition of the United States, or any foreign government.

(3) To purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, create a security interest in, exchange, or otherwise dispose of real and personal property, rights and interests of every nature, and to execute and issue bonds, debentures, and other negotiable instruments, and to mortgage, pledge, or create a security interest in any or all of the property of the Corporation; to secure such bonds, debentures, or other instruments, upon such terms and conditions as may be set forth in the instrument or instruments, mortgaging, pledging or creating a security interest in the same, or in any deed, contract, or other instrument relating thereof.

(4) To accept donations from other persons, entities or any unit of government; to make capital contributions or donations to nonprofit organizations; and to make donations for the public welfare, charitable, educational, scientific, civic, or similar purposes.

All of the assets or earning shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of an individual, and no substantial part of its activities shall be for carrying on of propaganda or otherwise attempting to influence legislation. Further, the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

NINTH:                    Members. The Corporation shall have members. Members of the Corporation shall be Christian citizens of the United States who have a bona fide interest in the attainment of the purposes as set forth in this Charter, and shall meet the qualifications and manner of admission requirements for members as specified in the bylaws of the Corporation.

TENTH:                   Bylaws. The power to adopt, amend, or repeal the bylaws shall be vested in the board of directors of the Corporation and shall be effectuated by the board in the manner prescribed in the bylaws of the Corporation.

ELEVENTH:             Amendment. This charter shall be amended in the manner provided by applicable law.

TWELFTH:              Dissolution. Upon a dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described

in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior of future law, or to the federal, state, or local government for an exclusively public purpose.

**THIRTEENTH:**     References to the Internal Revenue Code. All references in this Charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

**FOURTEENTH:**     The initial officers and directors of Volunteer Christian Television, Inc. shall be as follows:

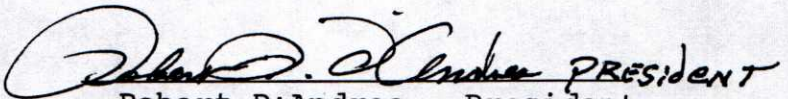
President:	Robert D'Andrea
Vice President:	Wayne Wetzel
Secretary:	Virginia Oliver
Treasurer:	Bishop Jimmy Smith
Director:	David Gibbs III

**FIFTEENTH:**     Director liability. Officers and directors shall have no liability to the corporation or its members for monetary damages for breach of fiduciary duty or other duties as officers and directors with the exception of duties, acts, or omissions as listed in Tennessee Code

Annotated § 48-52-102(a)(3) or as otherwise required by law.

IN WITNESS WHEREOF, the undersigned incorporator, has executed this Charter on this  
the 28<sup>TH</sup> day of JANUARY, 2002.

Dated: 1/28/02

  
Robert D'Andrea President  
Incorporator