

DOCKET FILE COPY ORIGINAL

ORIGINAL

COMMUNITY EDUCATIONAL ASSOCIATION
ORGANIZATION AND BOARD OF
DIRECTORS AGREEMENT

We the undersigned, being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a not-for-profit unincorporated Association, adopt the following agreements:

Agreement 1

The name of our Association is: Community Educational Association.

Agreement 2

The duration of the Association is perpetual.

Agreement 3

The objects and purposes of this Association shall be to assume our share of responsibility and the privilege of propagating high quality educational programs (broadcast and otherwise) by all available means and in pursuance of said purposes to engage in what ever form of educational activity that may be necessary to promote such purposes, and to exercise and enjoy all rights and privileges incident to such purposes; to operate, conduct and engage in any lawful activity including all mediums of media and broadcasting, and to do all things necessary to accomplish the above described purposes; it being expressly declared that this is an Association not for gain or individual profit and no dividend shall be declared to any of its members, and that none of its property,

Federal Communications Commission

CEA

Docket No. 94.88 Exhibit 1

Presented by CEA

Di position { Identification 12.15.94
Revised 12.15.94
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Reporter A. M. Wehner

Date 12.15.94

real or personal, shall ever be used or expended, except to carry into effect the legitimate ends and aims as described in this agreement. This Association is organized exclusively for educational, charitable, religious or scientific purposes according with the federal and local laws.

Agreement 4

Incidental thereto, and in accordance therewith, this Association shall have the power:

1. To have perpetual existence by its Association name;
2. To sue and be sued, complain and defend, under the name Community Educational Association;
3. To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this state, as may be necessary and proper for carrying on its legitimate affairs, including but not limited to places of educational activity, parsonage, cemetery, orphanage, Bible Institute, parochial schools, radio or television stations, restaurants, public schools, private homes, in government and government institutions, government sponsored, owned, or operated organizations and facilities, or any other means available to carry out its purpose of propagating a high quality educational

programs addressing important community needs.

4. To sell, convey, mortgage, pledge, lease or lessor, and otherwise of all or any part of its property and assets; acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interest, or obligations:

5. To make contracts, incur liabilities and borrow money when appropriate to enable it to accomplish any or all of its purpose;

6. To lend money for its organizational purposes; and to take and hold real and personal property as security for the payments of funds so invested or loaned;

7. To conduct its affairs, carry on its operations, and have offices within and without the State of Florida in the United States, and to exercise in other state, territory, district or possession of the United States, or in any foreign country, these powers:

8. To elect or appoint officers and agents of Community Educational Association, and to define their duties and fix their compensations;

9. To have an exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized.

Agreement 5

Control and Management

The control, direction and management of the affairs, property and finances of the Association shall be governed by the Board of Directors. The Board of Directors shall consist of three members, (President, VicePresident and Secretary treasurer). Each member will have equal voting power, so the concurrence of at least two members of the Board will be needed to approve any matter.

The President is the person to manage the affairs of the Association. He will set the dates for Board meetings, sing contracts and other legal documents for the Association and make periodic reporting to the Board of Directors on the business of the Association. In addition, he will have the responsibility to make decisions about personnel and the day-to-day programming and operations of the Association's radio station.

The VicePresident is responsible of Public Relations for the Association and its educational programs, develop all types of educational activities that serve the Public Interest, (seminars, simposiums, meetings, conferences, etc.).

The Secretary/Treasurer has the responsibility to write all officials letters of the Association, notify members of all Board of Directors meetings and keep the Association's checkbook and financial records.

New members may be added to the Board of Directors by petition to the existing Board members. The Board member or members requesting the new member will be required to demonstrate why a new member is needed and what function that member would serve. New members will be added by a majority vote of existing board members. Board members may be removed for cause by a unanimous vote of existing board members, and board members may be replaced by a majority vote upon the death or resignation of a Board member. At no time shall there be more than ten members of the Board of Directors.

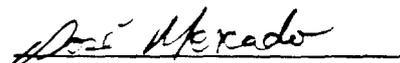
Agreement 6

Dissolution

The members of Community Educational Ass. may, by a unanimous vote of its members, decide to dissolve the organization. In the event to a vote to dissolve, the Secretary/Treasurer, with the assistance of the other members, will prepare an Inventory List. The Inventory List will then be examined by two appraisers to determine a value for the station assets, including the FCC License. The average of the two appraisers appraisals shall be the Appraised Value for the Station. The President will put forward a list of no more than three qualified buyers for the members consideration. By majority vote, the members will elect the buyer to contract with for the sale of the assets of the station and to enter into an

assignment of license application with. Neither the assets of the station nor the assignment application between Community Educational Ass., and buyer. The members of Community Educational Association shall, after reimbursement of start-up costs to members, will divide any other monies from the sale equally.

We, the undersigned, accept to obey this Agreement between us this day
26 of August of 1994.


Jose Mercado
President


Orlando Mercado
Vice President

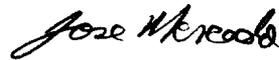

Clara del Toro
Secretary/Treasurer

DECLARATION

I, Jose Mercado, declare under penalty of perjury and pursuant to Section 1.16 of the Commission's Rules:

1. I am the President of and hold a one-third membership in Community Educational Association, an applicant for a new non-commercial educational FM Station to serve the Community of Holly Hill, Florida.

2. The foregoing exhibit is based on my personal knowledge and understanding and is true and correct to the best of my knowledge.



Jose Mercado

Executed this 6th day of December 1994.

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STATEMENT OF EDUCATIONAL GOAL AND PURPOSES
OF COMMUNITY EDUCATIONAL ASSOCIATION

Community Educational Association ("CEA") is an educational organization committed to promoting and assisting the various charitable, religious and educational organizations in the area. CEA's programming will be used to increase political and social awareness, improve relationships and provide better understanding between different cultural/ethnic groups (with a special emphasis on Hispanic/Anglo relations). Teaming with local community leaders and educators, CEA also plans to keep its community educated and informed issues of local concern. To keep aware of the community's changing needs, CEA will conduct informal ascertainties of local business, religious and political leaders, as well as assess letters and phone calls from our listening audience.

There are several specific issues that CEA plans to address with responsive programming. CEA also hopes to integrate its station into the community through events co-sponsored with community organizations. A sample of issues that CEA believes are important follows along with a description of how CEA plans to address those issues:

Health Care: CEA will hold forums for teenagers with adult moderators to discuss issues such as increasing violence and drug use. CEA plans to work with local community groups and schools to sponsor forums/workshops on issues such as personal health care,

F... Communications Commission

Date: 94.88 Exhibit No: 2 Commission: CEA

Disposition	Identified	Received	Rejected
	<u>12.15.94</u>	<u>12.15.94</u>	

Reporter: A M Weber

Date: 12.15.94

family life, AIDS, teenage pregnancy and drug abuse. CEA will also offer locally produced and distributed programming addressing these topics in call-in/interview styles. ¹

Education: CEA will offer facility tours and training/internship opportunities for interested area students to learn about radio broadcasting. In addition, CEA plans to set aside air time for student-produced programs dealing with whatever issues concern them. CEA also plans to develop a "Radio School" which, using written material developed with the aid of local educators, will offer course in basic skills such as Math, English, Reading Skills, Health and Hygiene. CEA plans to offer educational programming in English and Spanish.

Family Matters: CEA will coordinate and participate in events designed to foster family togetherness and understanding, improve relationships between parents and children and keep children focused on school and away from drugs and violence. Interview, panel discussion and call-in shows will be broadcast dealing with divorce and single parent households how children cope with it. CEA will also offer programs on drug and alcohol abuse prevention and how to cope when confronted with relatives with those problems. There will also be programming focusing on Bible studies and lessons from the Bible applicable in every day life.

¹ Trial Exhibit 6 contains a sample weekly program schedule and descriptions of programs CEA plans to broadcast.

DECLARATION

I, Jose Mercado, declare under penalty of perjury and pursuant to Section 1.16 of the Commission's Rules:

1. I am the President of and hold a one-third membership in Community Educational Association, an applicant for a new non-commercial educational FM Station to serve the Community of Holly Hill, Florida.

2. The foregoing exhibit is based on my personal knowledge and understanding and is true and correct to the best of my knowledge.



Jose Mercado

Executed this 6th day of December 1994.

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Community Educational
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BIOGRAPHICAL SKETCH OF JOSE MERCADO

Jose Mercado is the President and holds a 1/3 membership in CEA. He was involved in broadcasting from 1984 through 1991. From 1984 until 1988 he served as the General Manager of FM Station WNNV, Aguada, Puerto Rico. In that capacity, in addition to managing the staff, he coordinated the station's community involvement and supervised all of its public affairs programming. In 1989, he assumed the position of sales manager at AM Station WCXQ (now WZNA) in Moca, Puerto Rico.

He decided in 1991 to come to Florida with the idea of forming his own radio station to provide public affairs and educational programming to the people in his community. He researched the project with his brother Orlando and initiated a search to find a vacant educational channel in the Jacksonville area. An engineering study was completed, and Mercado was advised that a reserved band allotment to Holly Hill was possible. He, Orlando, and Clara Del Toro worked on preparing the application and gathering their resources to make certain that they would be able to construct and operate the station upon grant of the application. The application was eventually filed in March 1993. Since then Mercado has returned to Puerto Rico but will relocate to the Holly Hill/Daytona Beach, Florida area upon grant of the CEA application.

Federal Communications Commission

CEA

Docket No. 94-28 Exhibit No. 3

Presented by CEA

Disposition { Advised 12.15.94
Received 1st Sentence only
Rejected 12.15.94

Reporter A.M. Weber

Date 12.15.94

DECLARATION

I, Jose Mercado, declare under penalty of perjury and pursuant to Section 1.16 of the Commission's Rules:

1. I am the President of and hold a one-third membership in Community Educational Association, an applicant for a new non-commercial educational FM Station to serve the Community of Holly Hill, Florida.

2. The foregoing exhibit is based on my personal knowledge and understanding and is true and correct to the best of my knowledge.

Jose Mercado

Jose Mercado

Executed this 6th day of December 1994.

BIOGRAPHICAL SKETCH OF ORLANDO MERCADO

Orlando Mercado is CEA's Vice-President and holds a 1/3 membership in CEA. He began his career in broadcasting in 1983 at FM Station WNNV, Aguado, Puerto Rico. He started as a board operator, disc jockey, and production manager. His duties included setting up and participating in live remotes for the station, and managing the production of locally produced public service announcements and public affairs programming. In 1989, Mercado was promoted to Assistant to the Program Director and in 1991 he became the station's Program Director. Among his other accomplishments is the creation and production of a radio program called "This is Life," a public affairs program targeted to young people and the issues that affect them. Upon grant of the Community Educational Association application, Mercado will move to the Holly Hill/Daytona Beach, Florida area.

Federal Communications Commission

CEA

No. 94-88 Exhibit No. 4

Examined by CEA

Disposition { Identified 12.15.94
Received 1st sentence only
Rejected 12.18.94

BY

A. M. Weber

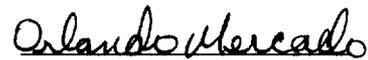
12.15.94

DECLARATION

I, Orlando Mercado, declare under penalty of perjury and pursuant to Section 1.16 of the Commission's Rules:

1. I am the Vice-President of and hold a one-third membership in Community Educational Association, an applicant for a new non-commercial educational FM Station to serve the Community of Holly Hill, Florida.

2. The foregoing exhibit is based on my personal knowledge and understanding and is true and correct to the best of my knowledge.


Orlando Mercado

Executed this 6th day of December 1994.

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BIOGRAPHICAL SKETCH OF CLARA DEL TORO

Ms. del Toro is the Secretary/Treasurer of Community Educational Association and holds a one-third membership in CEA. She has experience in general business accounting and will serve as the business mind behind the Community Educational Association venture. Ms. del Toro will relocate to the Daytona Beach/Holly Hill, Florida area upon grant of CEA's application.

Federal Communications Commission

Doc. No. 94.88 Exhibit No. CEA
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Presented by CEA

Disposition { Identified 12.15.94
1st sentence only
Received 12.15.94
Rejected _____

Reporter AM Weber

Date 12.15.94

DECLARATION

I, Clara E. del Toro, declare under penalty of perjury and pursuant to Section 1.16 of the Commission's Rules:

1. I am the Secretary/Treasurer of and hold a one-third membership in Community Educational Association, an applicant for a new non-commercial educational FM Station to serve the Community of Holly Hill, Florida.

2. The foregoing exhibit is based on my personal knowledge and understanding and is true and correct to the best of my knowledge.

Clara E. del Toro
Clara E. del Toro

Executed this 6th day of December 1994.

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DESCRIPTION OF PROGRAMS

The Radio School (Local; Taped; Instructional/Educational)

The Radio School will be produced in conjunction with the Holly Hill Public School System and local colleges and universities. The radio program will offer courses of general interest, and for-credit courses, if the details can be worked out with Mainland High School, Daytona Beach Community College and the University of Central Florida. The target audience will be students who, for whatever reason, are unable to or do not wish to attend school to the finish of secondary school (12th grade) and those individuals in the community that did not have the benefit of completing a full secondary school education (*i.e.*, those interested in obtaining GEDs). In the future, the program may be expanded to include college courses.

As a service to the minority population of our listening audience, we plan to offer many of the programs in Spanish and English. Companion written material will be developed for the courses offered by the Station, and will also be available in Spanish and English. We plan to offer courses in basic math, English, reading skills, health and hygiene, and English/Spanish as a second language.

Federal Communications Commission

CEA

Case No. 94-88 Exhibit No. 6

Presented by CEA

Disposition	}	Identified	12.15.94
		Received	12.15.94
		Rejected	

Reporter A. M. Wehner

Date 12.15.94

Focus on the Family (Taped, Not Local, Educational)

This program is produced by the Family Ministries in Colorado Springs, Colorado and hosted by its founder/director Dr. James Dobson. The program's format is interview or lecture style with significant amounts of program time dedicated to domestic issues punctuated by teachings from the Bible. Topics will include child pregnancy and parenthood, divorce, family planning, illnesses, and economic/financial matters.

The Student Hour (Local, Live/Taped, Educational/Public Affairs)

This hour will be used to allow students from various secondary and post-secondary schools to produce, direct, host and otherwise participate in programs concerning issues concerning today's youth. Station personnel and parent volunteers and instructors in radio will help guide the students as they prepare sketches, panel discussions, interview shows and call-in shows dealing with the wide spectrum of issues facing today's youth, from increasing violence in neighborhoods, drug abuse, and America's economy to how to handle relationships with boyfriends/girlfriends, problems with parents, and how to get into and then pay for college.

Learning About the Law (Local, Taped, Educational/Public Affairs)

We plan for lawyers and government administrators to participate in this show and help educate our listening audience about laws and regulations affecting their everyday lives. Part of this show will be dedicated to call-ins from listeners to allow one-on-one conversations and questions, and other parts will be interview style. We expect the topics will range from local zoning and employment law to constitutional issues such as gun control and freedom of speech.

The Church Hour (Local, Taped, Educational)

CEA will work with local churches of all denominations, providing the leaders of the churches with an opportunity to present the different view points and philosophies of their group, have their services taped and broadcast as part of this broadcast hour and participate in panel discussions on religious teachings and philosophies. CEA will not advocate one religion over another; the time on this program will be available to all denominations on an equal and non-discriminatory basis.