

716199

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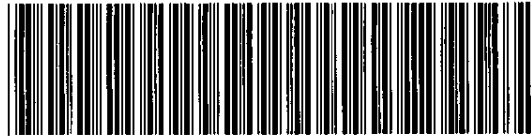
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*Amended &
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*APR
3/30/11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Association of Broadcasters, Inc

DOCUMENT NUMBER: 716199

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

C. Patrick Roberts

Name of Contact Person

FAB

Firm/ Company

201 S. Monroe St. Suite 201

Address

Tallahassee, FL 32301

City/ State and Zip Code

cproberts@fab.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

C. Patrick Roberts

Name of Contact Person

at (850) 681-6444

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2011 MAR 29 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF BROADCASTERS, INCORPORATED
(A Not for Profit Corporation Organized Under Chapter 617, Florida Statutes)

Florida Association of Broadcasters, Incorporated, a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 617.0201, Florida Statutes, that:

1. The name under which it was originally incorporated was Florida Association of Broadcasters, Incorporated.
2. Its original Articles of Incorporation were filed in the Circuit Court of Leon County on November 17, 1952.
3. It was reincorporated under the same corporate name and its Articles of Incorporation were filed with the Secretary of State of Florida on March 14, 1969.
4. These Amended and Restated Articles of Incorporation have been duly adopted by the membership of Florida Association of Broadcasters, Incorporated, at a special meeting of the membership held on December 8, 2010. The meeting was noticed and conducted in accordance with the provisions of the Articles of Incorporation of said corporation.
5. The text of the Articles of Incorporation of Florida Association of Broadcasters, Incorporated, as heretofore stated, is hereby restated with the amendments and omissions described above, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be FLORIDA ASSOCIATION OF BROADCASTERS, INCORPORATED, a corporation not for profit which shall be located in the City of Tallahassee, State of Florida.

ARTICLE II

OBJECTS AND PURPOSES

The general objects and purposes of the corporation shall be a benevolent association of members of the broadcasting industry of Florida for public interest, convenience and necessity and organized to promote the well being, cooperation and prosperity of the owners, managers, employees and specialists engaged in the business of broadcasting in the State of Florida; to confer benefits upon its members such as providing information from state courts, commissions, boards and bureaus; to represent the members before public bodies in matters affecting the broadcasting industry; to promote goodwill between the members of the Association, and between the Association and the public of Florida; to facilitate networking and regular communication between the broadcasters operating in the State of Florida; to serve as a clearing house for matters affecting the well being of the members of the Association, to prosecute such suits in State and Federal Courts as are required for the protection of the members of the Association; to engage in industry-wide cooperative efforts, such as hurricane warning services, broadcasting and televising of athletic, political and other public events; to cooperate with other similar associations and with national associations of these industries of the United States for the common and future good of the broadcasting industry; to foster, encourage and promote laws, rules, regulations, customs and practices which will be for the best interest of the business generally concerning the uses and values of broadcast advertising; and to act as a regional contact with the National Association of Broadcasters and the Federal Communications Commission; and to be authorized to perform all acts and to exercise all powers whatsoever authorized to corporations not for profit under the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

The members of the Association shall consist of two classes: active and associate. These shall be defined as follows:

- (a) Active. Any individual, firm or corporation which is engaged in the operation of a broadcasting station, or which holds a construction permit for such station, within the State of Florida, subject to the approval of the Board of Directors as herein

- provided, to be eligible to have Active Membership in the Association to the extent of one membership for each AM or independent FM or TV station which it operates. Each active member shall be entitled to one vote for each Active Membership and shall be entitled to participate in all affairs of the Association. Holding a valid FCC Broadcasting License (Full Power) is a requirement of membership. Every dues paying station has one vote, and they are to be represented by the General Manager or his/her designee.
- (b) Associate. Any individual, firm or corporation engaged in any business or profession directly connected with broadcasting, but not such as to come within the requirements for Active Membership, shall, subject to the approval of the Board of Directors, be eligible for Associate Membership in the Association. An associate member shall not be entitled to any vote except as a member of a committee to which he has been duly appointed.

ARTICLE IV

CORPORATE RIGHTS

This corporation shall exist perpetually and have full power to exercise its corporate rights perpetually or until dissolved by due process of law.

ARTICLE V

MEMBERSHIP DUES

DUES: The membership dues shall be fixed by the Board of Directors. The dues formula is to be reviewed, and if appropriate may be amended by majority vote of the Board at the Annual Meeting or at any regular meeting.

ARTICLE VI

EXECUTIVE COMMITTEE & OFFICERS

The Executive Committee of the Corporation shall direct the work of the Corporation. Its members include the Chairman & Treasurer, Chairman-Elect & Secretary, Vice Chairman Television, Vice Chairman Radio, Vice Chairman Hispanic, Immediate Past Chairman and President/CEO. Any former Chairman actively involved in the broadcast industry in Florida may serve on the Executive Committee in a non-voting capacity. The Executive Committee and Officers shall be elected at the Annual Meeting of the Membership. The Executive Committee may designate additional officers as necessary. Each Executive Committee member will have one vote with regard to matters before the Executive Committee. The Executive Committee shall be responsible for financial accountability and will authorize an outside accounting firm to conduct an annual audit that will insure the Association is in compliance with both State and Federal requirements.

The President/CEO shall report regularly to the Chairman. The President/CEO is authorized to operate the day to day business of the Association under the direction of the Executive Committee, and within the approved budget guidelines. He will provide information to the Officers and Directors throughout the year, and provide an annual review to the membership at the Annual Meeting.

The President/CEO shall be an employee of the Association. The President/CEO shall report to the Chairman. The Executive Committee shall approve an employment contract between the President/CEO and the Association. The Chairman shall appoint a committee of current Members and Former Chairman to serve on the President's Review and Contract Committee. This committee will make a recommendation to the Executive Committee for adoption. The Committee will meet six months prior to the expiration of any existing contract.

ARTICLE VII

BOARD OF DIRECTORS

All of the Officers and Members of the Executive Committee serve on the Board of Directors. The Board shall also have 12 members representing Television membership, 12 members representing Radio membership, all former Chairmen of the Florida Association of Broadcasters, , still actively involved in the Broadcast Industry in Florida, and up to 10 Associate members. The Board of Directors shall be elected at the Annual Meeting of the Association. The Associate members do not have a vote, but are valued members who offer advice and input on the industry. Any vacancy can be filled by the Executive Committee until the next Annual Meeting. A nominating committee consisting of at least three members will be appointed by the Chairman of the Association no less than 3 months prior to the Annual Meeting. This committee will present a recommended slate of officers and Board of Directors for the upcoming year at the Annual Meeting to the Board of Directors for approval.

ARTICLE VIII

MEETINGS

There shall be an Annual Meeting of the Association. The time, date and place shall be determined by the Board of Directors, and all members shall be notified of the location at least ten (10) days in advance. The Association shall transact such business at any meeting as may be necessary to conduct the affairs of the Association. In addition to the Annual Meeting, there will be two other meetings throughout the year. Each Board member will be expected to attend at least two of the three meetings. The Board shall have the authority to remove members not meeting this expectation.

Special meetings may be called by the Board of Directors provided written notice of the special meeting, and shall be furnished to each member at least ten (10) days in advance.

ARTICLE IX

AMENDMENTS

The by-laws of the corporation shall be adopted at the first Annual Meeting following the filing of this reincorporation.

The corporation charter or by-laws may be amended at any annual or special meeting called by the Board of Directors by a majority vote of those attending the meeting, provided notice is given in writing ten (10) days in advance accompanied by a copy of the proposed amendments to be considered.

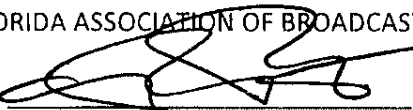
ARTICLE X

SEAL

An official seal shall be adopted by the Board of Directors of the Florida Association of Broadcasters.

IN WITNESS WHEREOF, Florida Association of Broadcasters, Incorporated, has caused these emended and restated Articles of Incorporation to be executed on this day of December

FLORIDA ASSOCIATION OF BROADCASTERS, INCORPORATED

By: 

C. Patrick Roberts
President

Date: 12-8-10

STATE OF FLORIDA
COUNTY OF LEON