

770744

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(City/State/Zip/Phone #)

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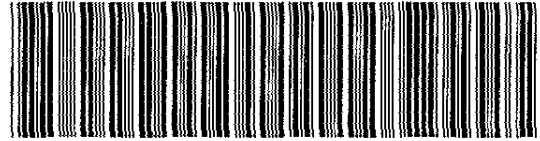
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02/16/06--01004--020 **35.00

FILED
06 MAR 21 PM 2:51
RECEIVED
06 FEB 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend.

G. Ocullette MAR 21 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: First Amendment Foundation

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Adria Harper, Director
(Name of Contact Person)

First Amendment Foundation
(Firm/ Company)

336 E. College Avenue, Suite 101
(Address)

Tallahassee, FL 32301
(City/ State and Zip Code)

For further information concerning this matter, please call:

Adria Harper at (850) 224-4555
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- * ☒ \$35 Filing Fee
fee already
submitted
2/16/06
- ☐ \$43.75 Filing Fee &
Certificate of Status
- ☐ \$43.75 Filing Fee &
Certified Copy
(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 32399



Celebrating

20

Years

1984-2004

FIRST AMENDMENT FOUNDATION

336 East College Avenue, Suite 101 Tallahassee, FL 32301

www.floridafaf.org

COVER LETTER

TO: Amendment Section, Division of Corporations

FROM THE NOT-FOR-PROFIT CORPORATION: First Amendment Foundation

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

Please return all correspondence concerning this matter to the following:

Adria Harper, Director
First Amendment Foundation
336 E. College Avenue, Suite 101
Tallahassee, FL 32301
850/224-4555

Enclosed is a check for the following amount: \$35.00 (filing fee)

*Please note that I have also enclosed the old version of our Articles of Incorporation with the amendments underlined and old language struck through for clarification for purposes. In addition, I enclosed the old version of our Articles of Incorporation. These two documents are clearly marked with their descriptions and you will find the newly amended Articles are typed pursuant to your instruction.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2006

ADRIA HARPER
FIRST AMENDMENT FOUNDATION, INC.
TALLAHASSEE, FL

SUBJECT: FIRST AMENDMENT FOUNDATION, INC.
Ref. Number: 770744

We have received your document for FIRST AMENDMENT FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 206A00011262

Articles of Amendment
to
Articles of Incorporation
of

First Amendment Foundation, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
06 MAR 21 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

see attached.

Articles of Amendment to Articles of Incorporation of
First Amendment Foundation, ~~INC.~~

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE IV

BOARD OF TRUSTEES

1. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees to be comprised of fifteen trustees. All trustees must be active members of the Foundation or be employed by active members of the Foundation. An "active member" is one whose financial obligations to the Foundation are fully satisfied and who attends Board meetings on a regular basis or consistently participates in Foundation and Board activities.

2. Trustees shall be elected by a majority vote of the Trustees and shall serve until their successors are elected and qualified. Selection shall be in the following manner:

(a) Five Trustees shall be selected from representatives of Florida's newspapers and shall be approved by a majority vote of the board of directors of the Florida Society of Newspaper Editors. The five Newspaper Trustees shall be approved by a majority vote of the remaining Trustees. Such persons shall be elected for a term of two calendar years beginning in January. They shall serve until their successors are elected and qualified, and they may also be re-elected at the expiration of their term of office.

(b) Two Trustees shall be the current chairman and immediate past chairman of the board of directors of the Florida Press Association.

(c) Two Trustees shall be selected from representatives of Florida's broadcasters and shall be approved by the board of directors of the Florida Association of Broadcasters provided that at least fifty percent of the members of the Association are members of the First Amendment Foundation. If Association membership in the Foundation is less than fifty percent, the two Broadcaster Trustees shall be approved by a majority vote of the remaining Trustees. Such persons shall be elected for a term of two calendar years beginning in January. They shall serve until their successors are elected and qualified, and they may also be re-elected at the expiration of their term of office.

(d) One Trustee shall be the chief executive officer of the Florida Press Association Service who may serve as executive secretary and treasurer of the corporation at the discretion of the Trustees.

(e) Three Trustees shall be selected from representatives of the citizens of Florida. The Citizen Trustees must be committed to the preservation and advancement of freedom of information, freedom of speech, and freedom of the press who are not employed within and do not have a financial interest in any public information medium. The three Citizen Trustees shall be approved by a majority vote of the remaining Trustees. Such persons shall be elected for a term of two calendar years beginning in January. They shall serve until their successors are elected and qualified, and they may also be re-elected at the expiration of their term of office.

(f) Two Trustees shall be members of the Florida Bar Association who have knowledge of First Amendment and freedom of information issues and a commitment to the preservation and advancement of freedom of information, freedom of speech, and freedom of the press. The two Florida Bar Association Trustees shall be approved by a majority vote of the remaining Trustees. Such persons shall be elected for a term of two calendar years beginning in January. They shall serve until their successors are elected and qualified, and they may also be re-elected at the expiration of their term of office.

3. *In the event that any of the designated associations fail to approve a newly-elected trustee within thirty days after election to the Foundation Board, the newly-elected trustee may be approved by a majority vote of the remaining Trustees.*

4. Any action required or permitted to be taken by the Board of Trustees under these Bylaws or any provision of law may be delegated by the Board to the Chairman or any committee of the Board.

5. Trustees may be allowed expenses, by resolution of the Board, for attending meetings and for travel on corporation business.

6. Meetings of the Board of Trustees may be scheduled at such times and at such places as the Trustees deem appropriate and shall be conducted at least annually. The Chairman may call a special meeting of the Trustees for any purpose upon notice being given ten days in advance of the meeting.

7. A majority of the Board of Trustees shall constitute a quorum at any meeting of the corporation.

ARTICLE V

OFFICERS AND DUTIES

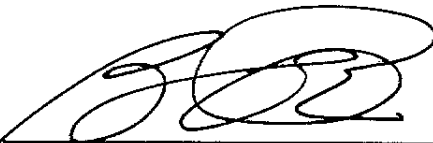
1. The Board of Trustees shall elect from among its members a Chairman, Vice Chairman, Executive Secretary and Treasurer. These officers shall be elected by majority vote of the Board. Any officer may be removed at any time by an affirmative vote of a majority of the whole Board of Trustees.

The date of adoption of the amendment(s) was: 1/19/06

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Barbara A. Petersen
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35