

49/252

Articles of Amendment

Filed 8-29-78

(missing from microfilm)

9 pgs.

July 2, 1979

Office of the Secretary of State
Division of Corporations
The Capitol
Monroe Street
Tallahassee, Florida 32304

Dear Sir:

I recently received from you a certificate of good standing for Knight-Ridder Newspapers, Inc., a Florida corporation (charter number 491252), dated June 25, 1979. The certificate failed to note the filing of Articles of Amendment of that corporation in your office on August 29, 1978. Please let me know whether you have a record of this filing and, if so, please confirm by sending me a corrected certificate of good standing.

Thank you.

Sincerely yours,

James J. Rizzo

cc: Garrett J. Albert, Esq.

Hughes Hubbard & Pritchard

RECEIVED

*One Wall Street
New York 10005*

JUL 16 8 37 AM 1979

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213-489-5140

11 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202
414-271-8827

47 AVENUE GEORGES MANDEL
75016 PARIS
753-9901

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JAMES L. CRANE
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July 12, 1979

Ms. Jo Mynard
Office of the Secretary of State
Division of Corporations
The Capitol
Monroe Street
Tallahassee, Florida 32304

Re: Knight-Ridder Newspapers, Inc.

Pursuant to our telephone conversation of today, I am sending to you a photocopy of the certification of the Secretary of State of Florida to the effect that Articles of Amendment of Knight-Ridder Newspapers, Inc., a Florida corporation (charter number 491525), were filed with the Department of State on August 29, 1978. In answer to my letter of July 2, 1979 (enclosed), you told me that your computer revealed that, although the Articles of Amendment had been received in your Miami office, there was no record of a filing in Tallahassee. You told me, however, that this problem could be remedied by my sending you a photocopy of the Secretary of State's certification and that you would thereupon record the Articles of Amendment as filed on August 29, 1978.

Please confirm by sending me a certificate of good standing for Knight-Ridder Newspapers, Inc., showing the filing of Articles of Amendment on August 29, 1978. If you wish to discuss the matter further, please do not hesitate to call me or, in my absence, Garrett J. Albert of this office.

Thank you.

Sincerely yours,

James G. Rizzo
James G. Rizzo

Enclosure

cc: Garrett J. Albert

AMENDED ARTICLES
PROFIT CORPORATION

A notification letter was mailed to:

File Number: 197

An Amendment to the Articles of Incorporation of
KNIGHT-RIDDER NEWSPAPERS, INC.

Filed on: August 29, 1978

Charter Number: 491252

491252

Word Processing: July 16, 1979

By: rr

ARTICLES OF AMENDMENT
OF
KNIGHT-RIDDER NEWSPAPERS, INC.

FILED
MAR 23 2 41 PM '31
STATE OF FLORIDA
MIAMI, FLORIDA

Pursuant to Section 607.187 of the Florida General Corporation Act, the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation:

~~First~~ The name of the corporation is Knight-Ridder Newspapers, Inc.

SECOND: The first sentence of Article THIRD of the Articles of Incorporation of this corporation, which article deals with authorized shares, is hereby amended to increase the aggregate number of shares which the corporation shall have authority to issue from 31,000,000 to 41,000,000; to increase the number of said shares which are classified as Common Stock from 30,000,000 to 40,000,000; and to reduce the par value of the Common Stock from eight and one-third cents ($8\frac{1}{3}\%$) per share to four and one-sixth cents ($4\frac{1}{6}\%$) per share.

To effect such amendment, the first sentence of said Article THIRD is hereby amended to read as follows:

"THIRD: The maximum number of shares which the corporation is authorized to issue is Forty-One Million (41,000,000) which shall be classified as follows:

(a) Forty Million (40,000,000) of said shares shall be Common Stock with a par value of Four and One-Sixth Cents ($4\frac{1}{6}\%$) per share; and

(b) One Million (1,000,000) of said shares shall be Preference Stock without par value (no par value Preference Stock)."

THIRD: The foregoing amendment to the Articles of Incorporation was duly adopted by resolution of the shareholders of the corporation in the form attached hereto as Exhibit A, by written consent given in accordance with Sections 607.181 and 607.394 of the Florida General Corporation Act, on the 29th day of August, 1978.

FOURTH: The foregoing amendment to the Articles of Incorporation is to permit a two-for-one stock split of the issued shares of Common Stock of the corporation. Upon the effectiveness of the amendment, each issued share of Common Stock of the corporation of a par value of eight and one-third cents ($8\frac{1}{3}\%$) per share will be subdivided and changed into two shares of a par value of four and one-sixth cents ($4\frac{1}{6}\%$) per share. Certificates representing shares of Common Stock of the corporation outstanding immediately prior to the effectiveness of the amendment will continue to represent the same number of shares of the Common

Stock of the corporation as before the stock split, but will thereafter represent shares of Common Stock of a par value of four and one-sixth cents ($4\frac{1}{6}\%$) per share. As soon as practicable after the amendment becomes effective, a certificate or certificates for the additional shares will be mailed to each holder of Common Stock of record as of the close of business on the date the amendment becomes effective.

FIFTH: This amendment shall become effective at the close of business on the 30th day of August, 1978.

Signed this 29th day of August, 1978.

KNIGHT-RIDDER NEWSPAPERS, INC.

By

Alvah H. Chapman, Jr.
Alvah H. Chapman, Jr.
President

Charles E. Clark
Charles E. Clark
Secretary

EXHIBIT A

SHAREHOLDERS' RESOLUTION RELATING TO AMENDMENT

RESOLVED, that the shareholders of Knight-Ridder Newspapers, Inc. consent to the following action and to the amendment to the Company's Articles of Incorporation necessary to give effect thereto:

That each issued share of Common Stock of the Company of a par value of $8\frac{1}{8}$ ¢ per share, be subdivided and changed into two shares of Common Stock of the Company of a par value of $4\frac{1}{16}$ ¢ per share; and

That in order to effect the stock split, the Articles of Incorporation of the Company be amended, such amendment to become effective at the close of business on August 30, 1978, or as soon thereafter as practicable, by amending the first paragraph of Article THIRD to read as follows:

"THIRD: The maximum number of shares which the corporation is authorized to issue is Forty-One Million (41,000,000) which shall be classified as follows:

(a) Forty Million (40,000,000) of said shares shall be Common Stock with a par value of Four and One-Sixth Cents ($4\frac{1}{6}$ ¢) per share; and

(b) One Million (1,000,000) of said shares shall be Preference Stock without par value (no par value Preference Stock)."

ACKNOWLEDGEMENT

STATE OF FLORIDA)
 : ss.:
COUNTY OF DADE)

On this 29th day of August, 1978, before me personally appeared Alvah H. Chapman, Jr., to me personally known, who, being by me sworn, said that he is President of Knight-Ridder Newspapers, Inc., a Florida corporation, and he acknowledged the foregoing instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, this 29th day of August, 1978.


Notary Public

My Commission Expires NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 8, 1979
BONDED THRU GENERAL INS. UNDERWRITERS