

Amend / CC  
cus  
@ 12/4/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Southeastern Association of Law Schools, Inc.

**DOCUMENT NUMBER:** N05000006621

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

Please return all correspondence concerning this matter to the following:

Gail Levin Richmond  
(Name of Contact Person)

NSU Law Center  
(Firm/ Company)

3305 College Avenue  
(Address)

Davie, FL 33314-7721  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Gail Levin Richmond at ( 954 ) 262-6102  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Southeastern Association of Law Schools, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N05000006621  
(Document Number of Corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC -1 AM 10: 54

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:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_  
(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
PD	Michael Floyd	Cumberland School of Law 800 Lakeshore Drive Birmingham, AL 35229	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	Michael Allen	Stetson Univ Coll of Law 1401 61st Street, South Gulfport, FL 33707	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
D	Joan Heminway	Univ Tennessee Coll of Law 1505 West Cumberland Ave Knoxville, TN 37906	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

continued on attached sheet

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Article IX - Officers

Article IX is amended to add an additional officer, the Deputy Executive Director. This amendment required changes to the following sections of current Article IX: Section 1, Section 11 (which is also being renumbered as Section 13), and Section 12 (which is also being renumbered as Section 14). This amendment also required renumbering current Article IX, Sections 3 through 10 to be Article IX, Sections 4 through 11. Finally, the amendment added two new sections, Article IX, Section 3, and Article IX, Section 12. The amendment did not change current Article IX, Section 2. The only changes made to current Article IX, Sections 3 through 10 was to renumber them as Sections 4 through 11.

The revised Article IX is attached. No changes were made to any of the other Articles.

Southeastern Association of Law Schools, Inc. N05000006621 (revised  
Officers/Directors, Continued)

---

Officers and Directors—Add the following:

Title	Name	Address
President & Board member	Thomas Metzloff	Duke University School of Law, Box 90362, Durham, NC 27708
President-elect & Board member	Jonathan Cardi	University of Kentucky College of Law, South Limestone Street, Lexington, KY 40406
Deputy Executive Director & Board member	Ronald Krotoszynski	University of Alabama School of Law, Box 870382, Tuscaloosa, AL 35487
Board member	Linda Jellum	Mercer University Law School, 1021 Georgia Avenue, Macon, GA 31207

Officers and Directors—Change the following titles:

Old title	New title	Name	Address
President & Board member	Past-President & Board member	Vincent Cardi	West Virginia Univ Coll of Law, Morgantown, WV 26506
Board member	Assistant Corporate Compliance Officer/Secretary & Board member	Christopher Pietruszkiewicz	Louisiana State Univ, East Campus Drive, Baton Rouge, LA 70803

**Article IX - Officers**

**Section 1.** The Officers of the Corporation are a President, Vice-President/President Elect, Executive Director, Deputy Executive Director, Corporate Compliance Officer/Secretary, Deputy Corporate Compliance Officer/Secretary, Treasurer, and an Immediate Past President. The Officers of the Corporation shall be full-time faculty members of Institutional Member schools, except that a faculty member who retires from, or takes emeritus status from, an Institutional Member school remains eligible to serve as an Officer.

**Section 2.** The Executive Director, Corporate Compliance Officer/Secretary, Deputy Corporate Compliance Officer/Secretary and Treasurer shall each serve a five year term except that the initial term of the Corporate Compliance Officer shall be three years and the initial term of the Treasurer shall be two years.

**Section 3.** The Deputy Executive Director shall be appointed by the President in consultation with the Executive Director and confirmed by a majority of the Board of Trustees. The Deputy Executive Director shall serve a one-year term.

**Section 4.** An annual election shall be conducted to elect a Vice-President/President Elect.

**Section 5.** An election shall be conducted every five years to elect an Executive Director, Corporate Compliance Officer/Secretary, Deputy Corporate Compliance Officer/Secretary and Treasurer except that the second election of the Corporate Compliance Officer/Secretary shall be conducted three years after the initial election and the second election of the Treasurer shall be conducted two years after the initial election.

**Section 6.** The Vice-President/President Elect shall serve as Vice-President for one year after election. Upon completion of a one-year term as Vice-President, the Vice-President shall serve as President for a one-year term. Upon completion of a one-year term as President, the President shall serve as Immediate Past President for a one-year term.

**Section 7.** In the event that the President resigns prior to completion of the term in office or is otherwise unable to perform the duties of the office, the Vice-President/President Elect shall assume the office of President and shall serve as President until the original term would have expired. Such person may serve a second consecutive term provided that the initial vacancy occurred no more than six months before the Vice-President was to assume the office of President and that the Board of Trustees vote to approve a second term by a majority vote of the Board of Trustees. The vote shall take place not more than thirty (30) days after the President assumes office. For this purpose, the President shall not cast a vote. A special election shall be held for the office of the Vice-President/President Elect upon the assumption of the office of President by the Vice-President/President Elect. The newly elected Vice-President shall serve as Vice-President/President Elect until such time as the term of the President expires.

**Section 8.** In the event that the Vice-President/President Elect resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, a special election shall be held for the office of the Vice-President/President Elect. The newly elected Vice-President/President Elect shall serve as Vice-President until the original term would have expired or until such time as the Vice-President/President Elect becomes President as provided in Section 5 above.

**Section 9.** In the event that the Executive Director, Deputy Corporate Compliance Officer/Secretary and/or Treasurer resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, a special election shall be held for the office of the Executive Director, Deputy

Corporate Compliance Officer/Secretary, and/or Treasurer. The newly elected Executive Director, Deputy Corporate Compliance Officer/Secretary, and/or Treasurer shall serve in that capacity until the original term would have expired.

**Section 10.** In the event that the Corporate Compliance Officer resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the Deputy Corporate Compliance Officer/Secretary shall assume the office of Corporate Compliance Officer/Secretary and shall serve as Corporate Compliance Officer/Secretary until the original term would have expired.

**Section 11.** In the event that the Immediate Past President resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the President shall appoint a fourth At-Large Member to the Board of Trustees to serve until the original term of the Immediate Past President would have expired.

**Section 12.** In the event that the Deputy Executive Director resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the President shall appoint a Deputy Executive Director in consultation with the Executive Director and confirmed by a majority of the Board of Trustees. The newly appointed Deputy Executive Director shall serve in that capacity until the original term would have expired.

**Section 13.** No officer shall hold more than one office at any one time and the President may not serve for two consecutive terms except as provided in Section 6 above. The Executive Director, Corporate Compliance Officer/Secretary, Deputy Corporate Compliance Officer and/or Treasurer may stand for re-election. The Deputy Executive Director may be appointed for more than one term in this capacity provided that the President, in consultation with the Executive Director, appoints such person for an additional term and such person is confirmed by a majority of the Board of Trustees.

**Section 14.** All Officers shall begin to serve at the conclusion of the Annual Meeting following their election or appointment and shall serve in their respective capacities until a successor is elected or appointed except that the Deputy Executive Director shall begin to serve sixty (60) days after the conclusion of the Annual Meeting and shall serve in that capacity until a successor is appointed.

The date of each amendment(s) adoption: April 30, 2008

Effective date if applicable: July 1, 2008  
(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 24, 2008

Signature Gail L. Richmond  
(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)

Gail Levin Richmond  
(Typed or printed name of person signing)

Corporate Compliance Officer/Secretary  
(Title of person signing)