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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**C. LEWIS
AUG 28 2013
EXAMINER**

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)

Nova Southeastern University Law Center

(Firm/ Company)

3305 College Avenue

(Address)

Davie, FL 33314-7721

(City/ State and Zip Code)

richmondg@nsu.law.nova.edu

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

For further information concerning this matter, please call:

Gail Levin Richmond

(Name of Contact Person)

at (954) 262-6102

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

Articles of Amendment
to
Articles of Incorporation
of

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Southeastern Association of Law Schools, Inc.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N05000006621

(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:

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

Not Applicable

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)

Not Applicable

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

c/o Gail Levin Richmond

P.O. Box 292264

Davie, FL 33329-2264

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:

Not Applicable

(Florida street address)

New Registered Office 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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Michael Allen</u>	<u>Stetson Univ Coll of Law</u> <u>1401 61st Street, South</u> <u>Gulfport, FL 33707</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VD</u>	<u>Ellen Podgor</u>	<u>Stetson Univ Coll of Law</u> <u>1401 61st Street, South</u> <u>Gulfport, FL 33707</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Joan Heminway</u>	<u>Univ Tennessee Coll of Law</u> <u>1505 West Cumberland Ave</u> <u>Knoxville, TN 37906</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>PD</u>	<u>Thomas Metzloff</u>	<u>Duke Univ School of Law</u> <u>Box 90362</u> <u>Durham, NC 27708</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Linda Jellum</u>	<u>Mercer Univ Law School</u> <u>1021 Georgia Ave</u> <u>Macon, GA 31207</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Lia Epperson</u>	<u>American Univ School of Law</u> <u>4801 Mass. Ave, NW</u> <u>Washington, DC 20016</u>

E. **If amending or adding additional Articles, enter change(s) here:**
(attach additional sheets, if necessary). (Be specific)

First: Article IX - Officers and Article XI - Board of Trustees are amended:

Article IX and Article XI are being amended to delete the Deputy Executive Director and Deputy Corporate Compliance Officer/Secretary from the Board of Trustees but to retain both positions as officers. The Deputy Corporate Compliance Officer/Secretary would be appointed by a majority of the Board for a three-year term and would be eligible for successive terms. Both Deputy officers would begin serving at the end of the corporation's annual meeting. The Deputy Corporate Compliance Officer/Secretary would not automatically become Corporate Compliance Officer/Secretary if that position became vacant.

The changes described above required amendments to Article IX, section 2; Article IX, section 3; Article IX, section 5; Article IX, section 8; Article IX, section 9; Article IX, section 10; Article IX, section 13; Article IX, section 14; and Article XI, section 1.

Second: Article IX - Officers is amended:

Article IX is amended to change all references to Vice-President to references to Vice-President/President Elect. The change described above required amendments to Article IX, section 7 and Article IX, section 8.

The revised Articles IX and XI are attached. No changes were made to any other Articles.

The date of each amendment(s) adoption: August 8, 2013
date this document was signed.

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if other than the

Effective date if applicable: August 10, 2013

(no more than 90 days after amendment file date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 August 19, 2013

Signature Gail Levin 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)

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

Officers and Directors—Add the following:

Title	Name	Address
President & Director	Steven Kaminshine	Georgia State Univ College of Law, Atlanta, GA
Past President & Director	David Millon	Washington & Lee Univ School of Law, Lexington, VA
Deputy Executive Director	Marcia McCormick	St. Louis University School of Law, St. Louis, Mo.
Director	Nancy Levit	University of Missouri-Kansas City School of Law, Kansas City, MO

Officers and Directors—Change the following:

Old title	New title	Name	Address
Assistant Corporate Compliance Officer/Secretary & Director	Deputy Corporate Compliance Officer/Secretary	Christopher Pietruszkiewicz	Stetson Univ College of Law, 1401 61st Street, South, Gulfport, FL 33707
President-elect & Director	Director	Jonathan Cardi	Wake Forest University School of Law, Winston-Salem, NC

Officers and Directors—Remove the following:

Title	Name	Address
Past-President & Director	Vincent Cardi	West Virginia Univ College of Law, Morgantown, WV
Deputy Executive Director & Director	Ronald Krotoszynski	University of Alabama School of Law, Box 870382, Tuscaloosa, AL

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, 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 Corporate Compliance Officer/Secretary shall be appointed by a majority vote of the Board of Trustees. The Deputy Corporate Compliance Officer/Secretary shall serve a three-year term. 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, 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/President Elect 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/President Elect 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/President-Elect 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, 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, Corporate Compliance Officer/Secretary, and/or Treasurer. The newly elected Executive Director, 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 Deputy 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 Board of Trustees, by a majority vote, shall appoint a replacement Deputy Corporate Compliance Officer/Secretary. The newly appointed Deputy Corporate Compliance Officer/Secretary shall serve in that capacity 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 7 above. The Executive Director, Corporate Compliance Officer/Secretary, and/or Treasurer may stand for re-election. The Deputy Corporate Compliance Officer/Secretary may be appointed by the Board of Trustees for more than one term in this capacity. 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 their terms end or, if earlier, a successor is elected or appointed to complete an unexpired term.

Article XI - Board of Trustees

Section 1. The Officers of the Corporation, other than those holding the title of Deputy, and the At-Large Members shall comprise the Board of Trustees of the Corporation.

Section 2. The Board of Trustees shall have general supervision, management, and control of the business affairs and activities of the Corporation in consultation with the Steering Committee as prescribed in the By-Laws of the Corporation.

Section 3. The Board of Trustees shall work with the Executive Director and oversee the performance of his/her duties as prescribed in the By-Laws of the Corporation.

Section 4. The powers of the Board of Trustees are subject to modification and/or limitation by any other article of the Articles of Incorporation and/or any other article of the By-Laws of the Corporation, and to the extent permitted by applicable state law.

Section 5. The names and addresses of the initial members of the Board of Trustees shall be as follows:

Robert Felix
University of South Carolina School of Law
Main & Green Streets
Columbia, SC 29208
President

Christopher M. Pietruszkiewicz
Louisiana State University Law Center
East Campus Drive
Baton Rouge, LA 70803
Vice President/President Elect

Russell L. Weaver
Louis D. Brandeis School of Law
University of Louisville
Louisville, KY 40292
Executive Director

Gail Levin Richmond
Nova Southeastern University Law Center
3305 College Avenue
Fort Lauderdale-Davie, FL 33314-7721
Corporate Compliance Officer/Secretary

David F. Partlett
Washington & Lee University School of Law

Lewis Hall #4005
Lexington, VA 24450

Treasurer

Paul Kurtz
University of Georgia School of Law
Athens, GA 30602

Immediate Past President

Steven Kaminshine
George State University College of Law
Urban Life Center, Suite 400
140 Decatur Street
Atlanta, GA 30303

At-Large Member of the Board of Trustees

Michael Allen
Stetson University College of Law
1401 61st Street S.
Gulfport, FL 33707

At-Large Member of the Board of Trustees

Thomas Metzloff
Duke University School of Law
CB 90360
Durham, NC 27708-0360

At-Large Member of the Board of Trustees