

N080000006753

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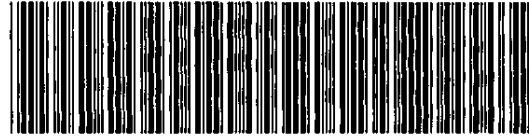
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TALLAHASSEE, FLORIDA

And 8/24/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** John Locke Society Alumni Association, Inc

**DOCUMENT NUMBER:** N08000006753

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

Please return all correspondence concerning this matter to the following:

Patrick J. Thompson, Esq.  
(Name of Contact Person)

Law Offices of Patrick J. Thompson, Esq.  
(Firm/ Company)

3930 S. Nova Rd Ste 304  
(Address)

Port Orange FL 32127  
(City/ State and Zip Code)

Law @patrickjthompson.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patrick J. Thompson at ( 386 ) 492-2596  
(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:

☒ \$35 Filing Fee

☐ \$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 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

N 08000006 753

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

John Locke Society Alumni Association, Inc.

(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:

*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

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TALLAHASSEE, FLORIDA

**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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

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

- Article V, Section Five shall be changed to read as follows; "A member shall be expelled for cause upon a vote of sixty percent (60%) of the board of directors meeting in quorum, together with a majority vote of the members meeting in quorum.

- Article V, Section Six shall now read as follows: The annual meeting of the Association shall be called by the President on a date established by the board of directors. The board, through the Chairman) and the executive officers shall be required to make annual reports to the membership. The quorum for the annual meeting shall be ten percent (10%) of the members of the Association.

- The old Article V, Section Six shall now be Article V, Section Seven.

- Article VII, Section Three shall now read as follows: Quorum for the board of directors shall be three-fifths (3/5) of the members of the board of directors.

- Article VII, Section Four shall now read: In the event of a vacancy on the board of directors, a new director shall be named by a sixty percent (60%) vote of the directors meeting in quorum. The named director shall assume office upon confirmation by a majority vote of members meeting in quorum.

- Article VII, Section Five shall be the old Article VII, Section Four. Likewise the rest of the

earlier articles shall change in notation. I include a copy of the amended articles for reference.

- Article VII, Section One shall now read as follows: "All corporate powers must be exercised by or under the authority of, and the affairs of the Association managed under the direction of, a board of directors. This board shall consist of no fewer than five (5) directors, and no more than nine (9) directors. The current directors shall be set below in Article VII, Section Two. After approval of these Articles by the Secretary of State, the board of directors may determine its size by majority vote within the contours of this section.
- Article VIII, Section Two shall now read as follows: "The President shall be the chief executive officer of the Association. The President shall be the ceremonial representative of the Association, and shall preside over all meetings of the Association, excluding the board of directors. The President shall set the agenda for member meetings. The President shall have the power to appoint the chairmen of the board-created committees, subject to the approval of a majority vote of the board of directors. The President shall also have the power to appoint the members of the board created committees."
- Article VIII, Section Three shall now read as follows: "The Vice President shall assume the duties of the President when the President is unable to fulfill the duties of office. The Vice President cannot succeed to the position of President when a vacancy in the position is created, and instead shall only assume the President's duties until the board can elect a new President."
- Article VIII, Section Four shall now read as follows: "The Secretary shall be the custodian of the records of the Association. The Secretary shall record the minutes of the board meetings and of member meetings, and shall conduct all of the Association's official correspondence."
- Article VIII, Section Five shall now read as follows: "The Treasurer shall be the chief financial officer of the Association. The Treasurer shall collect, deposit, or disperse all Association monies, maintaining proper records thereof."
- Article VIII, Section Six shall now read as follows: "All officers shall be appointed by a majority vote of the board of directors meeting in quorum."
- Article VIII, Section Seven shall now read as follows: "All Officers shall hold office for a term of two (2) years, and may be reappointed by the board of directors."
- Article VIII, Section Eight shall now read as follows: "Any officer may be removed by a sixty percent (60%) vote of the board of directors meeting in quorum. "

The date of each amendment(s) adoption: 02/16/2010

*(date of adoption is required)*

Effective date if applicable: 02/16/2010

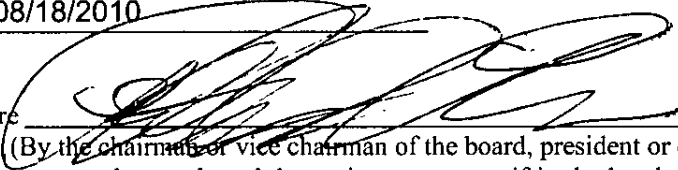
*(no more than 90 days after amendment file date)*

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 08/18/2010

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)

Patrick J. Thompson, Esq.

(Typed or printed name of person signing)

Attorney of Record

(Title of person signing)

Amended  
**ARTICLES OF INCORPORATION**  
**OF THE JOHN LOCKE SOCIETY ALUMNI ASSOCIATION, INC.**

**ARTICLE I**

**Name**

The name of the corporation is the John Locke Society Alumni Association, Inc. (the "Association"). It is organized under the Florida Not for Profit Corporation Act (the "Act").

**ARTICLE II**

**Principal Office and Mailing Address**

The street address of the principal office and mailing address of the Association is 130 James River Drive, Newport News, Virginia 23601.

**ARTICLE III**

**Purposes and Powers**

**Section One:** The Association is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code (the "Code") or corresponding section of any future federal tax code, which include, but are not limited to, funding, administering, implementing, operating, and assisting programs that:

1. Inform the student body at the College of William and Mary;
2. Further conservative and/or classical liberal philosophies; and
3. Provide service to the public by educating the populace as a whole.

The Association may use its assets and earnings for these purposes, including, but not limited to, those assets and earnings derived from individual donations and dues.

**Section Two:** In General: The Association shall have all powers provided for in the Act.

**ARTICLE IV**

**Limitations**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members (if any), directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation

for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III. The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code or corresponding section of any future federal tax code.

## **ARTICLE V**

### **Members**

**Section One:** Each member of the Association shall be a person who is interested in the purposes of the Association.

**Section Two:** Members shall be admitted after filling out the requisite application and paying the applicable fees as determined by the board of directors. Members shall not be admitted until after approval of the applicant's membership by a majority vote of the board of directors.

**Section Three:** Members shall remain members so long as they do not resign, are expelled, or otherwise exit the Association. A member shall be in good standing if that member has paid all dues and fees associated with membership. Members who fail to pay the said dues and fees may have their membership privileges suspended by the board of directors, which would render them not in good standing.

**Section Four:** Each member shall be entitled to one (1) vote at meetings of the members of the Association, but no member of the Association shall have any vested right, privilege, or interest of, in, or to the assets, functions, affairs, or franchise of the Association, or any right, interest, or privilege which may be transferable or inheritable or which shall continue if the member's membership ceases or while the member is not in good standing.

**Section Five:** A member shall be expelled for cause upon a vote of sixty percent (60%) of the board of directors meeting in quorum, together with a majority vote of the members meeting in quorum.

**Section Six:** The annual meeting of the Association shall be called by the President on a date established by the board of directors. The board (through the Chairman) and the executive officers shall be required to make annual reports to the membership. The quorum for the annual meeting shall be ten percent (10%) of the members of the Association.

**Section Seven:** Meetings of the members, other than the annual meeting, may be called and organized in the manner provided in the Bylaws.

## **ARTICLE VI**

### **Term and Dissolution**

The Association shall have perpetual existence. In the event of dissolution, all of the remaining assets and property of the Association, after payment of indebtedness, and expenses necessary to the dissolution and winding up of the affairs of the Association, shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the registered agent's office of the Association is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **Directors and Non-Executive Officers**

**Section One:** All corporate powers must be exercised by or under the authority of, and the affairs of the Association managed under the direction of, a board of directors. This board shall consist of no fewer than five (5) directors and no more than nine (9) directors. The current directors shall be set below in Article VII, Section Two. After approval of these Articles by the Secretary of State, the board of directors may determine its size by majority vote within the contours of this section.

**Section Two:** The names and addresses of the initial directors shall be:

Adam T. Boltik, who resides at 7421 Golden Horseshoe Court,  
Springfield, Virginia 22153;

W. Clifford Dunn, who resides at 130 James River Drive, Newport News,  
Virginia 23601;

David K. Edmonson, who resides at 3005 Chesapeake Avenue, Hampton,  
Virginia 23661;

Joshua J. Huffman, who resides at 211 Dixie Avenue, Harrisonburg,  
Virginia 22801; and

Jeremy B. Utt, who resides at 302 Lakeside Drive, Suffolk, Virginia  
23435.

**Section Three:** Quorum for the board of directors shall be three-fifths (3/5) of the members of the board of directors.

**Section Four:** In the event of a vacancy on the board of directors, a new director shall be named by a sixty percent (60%) vote of the directors meeting in quorum. The named director shall assume office upon confirmation by a majority vote of members meeting in quorum.

**Section Five:** Directors shall be allowed to remain in their position pursuant to the following rules:

(a) A director shall be eligible to remain a director so long as he or she has not resigned, been expelled, or otherwise been removed from the board of directors.

(b) Directors may be expelled from office upon a vote in favor of expulsion consisting of not less than sixty percent (60%) of the board of directors meeting in quorum, together with a majority vote of members meeting in quorum.

**Section Six:** The Chairman of the board of directors shall preside over all meetings of the board, and shall set the agenda for board meetings. The Chairman's agenda shall be subject to approval by a majority vote of the board. The Chairman shall call meetings of the board, but must give a minimum of seven (7) days' notice to the board members. The Chairman will sign any deeds, bonds, contracts, or other instruments or documents which the board has authorized to be executed, and will perform all such duties as may be prescribed by the board. As with the executive officers, the Chairman shall be elected by a majority vote of the board. Removal procedures likewise will follow the procedures for removing executive officers of the Association.

**Section Seven:** The Vice Chairman shall assume the duties of the Chairman when the Chairman is unable to fulfill the duties of office. The Vice Chairman cannot succeed to the position of Chairman when a vacancy in this position is created, and instead shall only assume the Chairman's duties until the board can elect a new Chairman. As with the executive officers, the Vice Chairman shall be elected by a majority vote of the board. Removal procedures likewise will follow the procedures for removing executive officers of the Association.

**Section Eight:** The board of directors shall have the power to create committees. These committees' powers shall be defined by the board of directors, and the committees may be both created and dissolved at any time by a majority vote of the board.

## **ARTICLE VIII**

### **Executive Officers**

**Section One:** Subject to the authority and direction of the board of directors, the affairs of the Association shall be managed and administrated by a President, a Vice President, a Secretary, a Treasurer, and such other executive officers as the board of

directors shall from time to time deem desirable. All officers not already members of the board of directors shall be ex-officio non-voting members. However, the executive officers of the Association shall in no way count toward quorum on the board of directors.

**Section Two:** The President shall be the chief executive officer of the Association. The President shall be the ceremonial representative of the Association, and shall preside over all meetings of the Association, excluding the board of directors. The President shall set the agenda for member meetings. The President shall have the power to appoint the chairmen of the board-created committees, subject to the approval of a majority vote of the board of directors. The President shall also have the power to appoint the members of the board-created committees.

**Section Three:** The Vice President shall assume the duties of the President when the President is unable to fulfill the duties of office. The Vice President cannot succeed to the position of President when a vacancy in the position is created, and instead shall only assume the President's duties until the board can elect a new President.

**Section Four:** The Secretary shall be the custodian of the records of the Association. The Secretary shall record the minutes of the board meetings and of the member meetings, and shall conduct all of the Association's official correspondence.

**Section Five:** The Treasurer shall be the chief financial officer of the Association. The Treasurer shall collect, deposit, or disperse all Association monies, maintaining proper records thereof.

**Section Six:** All officers shall be appointed by a majority vote of the board of directors meeting in quorum.

**Section Seven:** All officers shall hold office for a term of two (2) years, and may be reappointed by the board of directors.

**Section Eight:** Any officer may be removed by a sixty percent (60%) vote of the board of directors meeting in quorum.

## **ARTICLE IX**

### **Bylaws**

The board of directors of the Association shall make and adopt Bylaws for the Association. The board of directors of the Association shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws by majority vote.

## **ARTICLE X**

### **Directors and Officers Compensation**

Directors of the Association shall not receive compensation, directly or indirectly, for their services as directors. This prohibition shall not preclude reimbursement of a director or duly appointed committee member for expenses or advances made for the Association that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

## **ARTICLE XI**

### **Amendment**

**Section One:** Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.

**Section Two:** These Articles of Incorporation may be amended upon the approval of a resolution adopting a proposed amendment or amendments by a sixty percent (60%) vote of the board of directors meeting in quorum.

**Section Three:** Any amendment approved by sixty percent (60%) of the board of directors meeting in quorum shall become effective upon filing with the Secretary of State as provided by law.

## **ARTICLE XII**

### **Miscellaneous**

**Section One:** The Association may receive, by contribution, gift, bequest, devise, or in any other manner, money assistance, and any other form of real, personal, or mixed property, from any person, firm, or corporation to be used in the furtherance of the purposes of the Association, provided, however, that gifts shall be subject to acceptance by the Association in the manner provided by the board of directors.

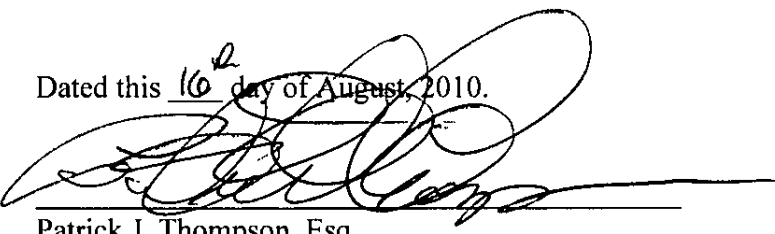
**Section Two:** These Articles of Incorporation do not require the approval of the members, and have been approved by the board of directors of the Association.

Dated this 16<sup>th</sup> day of February, 2010.

/s/Jeremy B. Utt  
Jeremy B. Utt, Chairman

The name of its registered agent is Patrick J. Thompson, Esquire, who is located at 3930 South Nova Road Suite 304 Port Orange, Florida 32127. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that he is familiar with and accepts the obligations of his position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated this 16<sup>th</sup> day of August, 2010.



Patrick J. Thompson, Esq.