

109000007810

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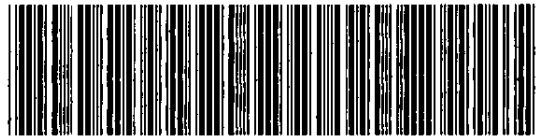
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10 APR 27 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*Amend*  
*1/30/10*  
*xc*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Journalism & Broadcasting Center, Inc.

**DOCUMENT NUMBER:** N09000007810

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

Please return all correspondence concerning this matter to the following:

Roger L. Morgan  
(Name of Contact Person)

(Firm/ Company)

1251 SE 28 CT UNIT 201  
(Address)

Homestead, FL 33035  
(City/ State and Zip Code)

nlefap@bellsouth.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger L. Morgan at ( 305 ) 588-3187  
(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

The Journalism & Broadcasting Center, Inc.

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

N09000007810

(Document Number of Corporation (if known))

APPROVED  
AND  
FILED  
10 APR 27 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
VP	CRAIG EMMANUEL	20716 SW 81 PL MIAMI FL 33189-3428	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
VP	CRAIG EMMANUEL	20727 SW 81 PL MIAMI FL 33189-3428	<input checked="" 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)*

Amend Article 3 (Purpose)

Amend Article 4 (Board of Directors)

Add Article 9 (Powers)

Add Article 10 (Indemnification)

Add Article 11 (By - Laws)

Add Article 12 (Dissolution)

Add Article 13 (Amendment)

Copy of these Amendments are attached

The date of each amendment(s) adoption: 01 / 30 / 2010

Effective date if applicable: 01 / 30 / 2010  
(date of adoption is required)  
(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 03 / 22 / 2010

Signature

Roger L. Morgan

(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)

Roger L. Morgan

(Typed or printed name of person signing)

President

(Title of person signing)

FIRST AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
THE JOURNALISM & BROADCASTING CENTER, Inc.

Pursuant to the provisions of Section 617.1006, Florida Statutes, The Journalism and Broadcasting Center, Inc., a Florida not-for-profit corporation (which is hereinafter called the "Corporation"), hereby certifies to the Florida Department of State that:

First: The Corporation is hereby amended by striking out Article III of the articles of Incorporation in its entirety and inserting in lieu thereof the following:

"ARTICLE III

PURPOSE

The specific purpose(s) for which this corporation is organized includes providing; education, training and direction to all youth members for a possible career in the vastly growing media field. This organization was formed to also increase public awareness of nonprofit activities; to support and conduct nonpartisan research, educational and informational activities to increase public awareness of nonprofit activities. This agency intends to provide exposure to other agencies to strengthen the stability of the nonprofit sector and to educate the public about the funding available through other organizations that provide services or advocacy for disadvantaged people.

In furtherance of the foregoing purposes, the corporation shall have the right to conduct any or all lawful activities, both alone and in cooperation, with other persons or organizations and do any other act or thing necessary or proper or incidental to or connected to accomplishing or advancing the same. This corporation is organized exclusively for one or more of the purpose(s) as specified in Section 501© (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

Second: The Corporation is hereby amended by striking out Article IV of the articles of Incorporation in its entirety and inserting in lieu thereof the following:

"ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors is the body of appointed and elected voting members that will jointly oversee the activities of this company. Directors shall be elected by a majority of the board present at such a meeting, provided there is a quorum present, as described in Article 3, Sections 5, 6 of the company Bylaws. Directors so elected shall serve a term beginning on the first of the next fiscal year, but may attend further meetings as a non-voting member. The initial board of the company will consist of five (5) elected individuals that support the statements described in Article 1, Section 2, of the Company Bylaws. The Founder and Chairman of the Board of Directors are the only individuals with appointing power. The board is responsible for the overall policies and the direction of the corporation and to insure that the company's day to day operations are being carried out in the manner that is consistent with the purpose(s) specified in Section 501© (3) of the Internal Revenue Code. The board shall have up to eleven (11) members, but not fewer than (3) members. The board receives no compensation other than reasonable expenses."

Third: The Corporation is hereby further amended by inserting a new Article, Article IX.

## "ARTICLE IX

### POWERS

The powers of this organization shall include and be governed by the following provisions:

SECTION 1: Common Law and Statutory Powers. The Company shall have all of the common law and statutory powers of a corporation not-for-profit that are not in conflict with the terms of these Articles.

SECTION 2: The organization shall have all of the powers reasonably necessary to exercise its rights and implement its purpose, including:

- a) The power to acquire, own and dispose of real and personal property.
- b) The power to expend monies collected for the purpose of paying the expenses of the company.
- c) The powers to manage, control, operate, maintain, repair and improve capital investments.
- d) The power to purchase facilities approved by the Board of Directors.
- e) The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of its property.
- f) The power to insure and keep insured the company's property, improvements and chattel.
- g) The power to employ the personnel required for the operation and management of the company and its property.
- h) The power to pay utility bills for utilities serving the company.
- i) The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.
- j) The power to make reasonable rules and regulations and to amend the same from time to time.
- k) The power to enforce by any legal means the provisions of these Articles of Incorporation, the By-Laws, and rules and regulations promulgated by the company from time to time.
- l) The power to borrow money, mortgage property, and to select depositories for the company's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed.
- m) The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the company. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the company. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.
- n) The power to contract for the management of the company and to delegate to the manager, all of the powers and duties of the company.
- o) The power to establish additional officers and/ or directors of the company and to appoint all officers provided in the By-Laws.
- p) The power to appoint committees as the Board of Directors may deem appropriate.
- q) The power to adopt, alter and amend or repeal the By-Laws of the company as may be desirable or necessary for the proper management of the company.

- r) The power to engage in any other activities that will foster, promote and advance the common interests of the company.
- s) The foregoing enumeration of powers shall not limit or restrict the exercise of others and further powers which may now or hereafter be permitted by law."

Fourth: The Corporation is hereby further amended by inserting a new Article, Article X.

#### "ARTICLE X

#### INDEMNIFICATION

Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, his/her testator or in testate, is or was a member of the executive board or committee of the executive board of the corporation, or an officer or member or employee of the corporation shall be indemnified by the corporation against the reasonable expenses, (including amounts paid by way of judgment and settlement and including attorney's fees), actually and necessarily incurred by him/her in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of duties. Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the corporation to provide any additional or other indemnity or right for any executive board member, officer, employee, or other person. If this section should be invalid or ineffective in any respect, the validity and effect of the section in any other respect shall not be affected."

Fifth: The Corporation is hereby further amended by inserting a new Article, Article XI.

#### "ARTICLE XI

#### BY-LAWS

The Bylaws of the Company may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation."

Sixth: The Corporation is hereby further amended by inserting a new Article, Article XII.

#### "ARTICLE XII

#### DISSOLUTION

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit charitable corporation, or municipal corporation(s), as may be selected by the board of directors of the Corporation and shall then be used for, and devoted to, one or more exempt purposes within the meaning of 501 © (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to be federal government, or to a state or local government, for public purpose."

Any such assets not so disposed of shall be of in a Florida court competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes. Under no circumstances shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution



Name: Roger Morgan

EIN: 27 - 0717804

of this Corporation, or upon its ceasing to carry out the objectives and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to one or more exempt purposes within the meaning 501 © (3) of the Internal Revenue Code 1986, as amended, or the corresponding section of any further federal tax code.

Seventh: The Corporation is hereby further amended by inserting a new Article, Article XIII.

"ARTICLE XIII

AMENDMENT

The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its directors, any amendments to these Articles which may now or hereafter be authorized by law.

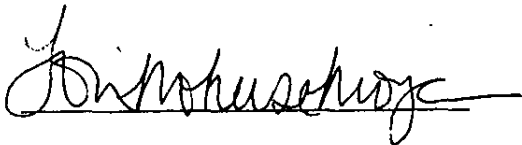
Eighth: All Amendments to the Corporation's articles of Incorporation was unanimously approved and adopted by the directors of the Corporation by the unanimous written consent dated the 30<sup>th</sup> day of January, 2010.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President, Roger L. Morgan, and attested by its Secretary, Lori Reese-Morgan, on this 25 day of March, 2010.

THE UNDERSIGNED acknowledges this First Amendment to the Articles of Incorporation to be the corporate act the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

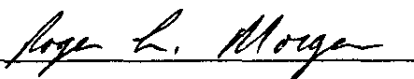
Attest:

The Journalism & Broadcasting Center, Inc.



Lori Reese-Morgan, Secretary

By:



Roger L. Morgan, President / Executive Director

