

N11000011219

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*Amend
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12-15-11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: State of the Re:Union, Inc.

DOCUMENT NUMBER: N11000011219

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

Please return all correspondence concerning this matter to the following:

Ian DeSousa

(Name of Contact Person)

State of the Re:Union, Inc.

(Firm/ Company)

2109 Herschel Street

(Address)

Jacksonville, FL 32204

(City/ State and Zip Code)

ian@stateofthereunion.com

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

For further information concerning this matter, please call:

Ian DeSousa

(Name of Contact Person)

at (904) 647-7718

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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(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

FILED
11 DEC 15 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of the Re: Union, Inc.

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

N11000011219

(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: _____

(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, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

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

ARTICLE III PURPOSE

State of the Re:Union is organized exclusively for the charitable and educational purposes of telling stories that educate, enlighten and promote positive community solutions by doing any and all of the following:

- (a) Produce the State of the Re:Union (SOTRU) program in a variety of digital and broadcast mediums that edifies the ties that bind community through the innovative exploration of a place, highlights local action in response to important issues, and reveals the shared humanity and themes that resonate with us all.
- (b) Altruistically assist individuals, organizations, and institutions in creating change within their communities by providing a digital archive of media and information of community solutions featured in the program that can be adapted to meet local needs.
- (c) Provide a free educational resource for middle school, high school, and college educators to engage their students through media-rich, integrated curriculum modules based on SOTRU stories and themes.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Directors are elected and appointed by resolution of the board of directors as outlined in Article IV, Section 2 of the corporation's bylaws.

- (a) The Corporation shall have not less than three (3) nor more than fifteen (15) directors as the Board of Directors shall determine from time to time.

ARTICLE IX OPERATIONS PROHIBITIONS

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except in the services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities influence legislation, and the corporation shall not participate in, 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 in these Articles of Incorporation, the corporation shall not engage in any activities prohibited (a) by a corporation recognized as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) or the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE X DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes to PRX, Inc. a 501(c)(3) organization in Massachusetts. In the event that PRX, Inc. is no longer exempt or operational, an alternative exempt organization with a focus on public media and/or education will be selected by the board of directors to receive the corporation's assets. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ARTICLE XI ANTI-DISCRIMINATION

The corporation prohibits discrimination in all its programs and activities on the basis of race, religion, sex, national origin, age, sexual orientation, veteran status, disability, genetic information or any other characteristic protected by law.

ARTICLE XII LIMITATIONS OF LIABILITY OF DIRECTORS

To the fullest extent allowed by law, any director of the Corporation shall not be liable to the corporation for monetary damages for an act of omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act of omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute.

No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to acts of omissions or such director occurring prior to such amendment or repeal.

ARTICLE XIII AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be altered or amended (a) with the affirmative vote or written consent of a majority of the voting members, or
(b) at any time when the Corporation has no voting members, with the affirmative vote or written consent of a majority of the members of the Board of Directors.

The date of each amendment(s) adoption: 12/13/11

Effective date if applicable: Immediately

(no more than 90 days after amendment file date)

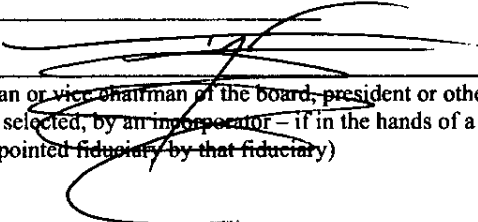
Adoption of Amendment(s)

(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 12/13/11

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)

Ian DeSousa

(Typed or printed name of person signing)

President

(Title of person signing)