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FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE POYNTER INSTITUTE FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)

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**ARTICLE I.  
NAME**

The name of this Corporation is **The Poynter Institute Foundation, Inc.** (hereinafter called the "Corporation").

**ARTICLE II.  
CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III.  
ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 801 Third Street South, St. Petersburg, Florida 33701.

**ARTICLE IV.  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V.  
PURPOSES**

A. The Corporation is a not-for-profit corporation incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation is organized and operated to:

1. support, perform services for, and at all times operate exclusively for the benefit of The Poynter Institute for Media Studies, Inc., a Florida not-for-profit corporation (the "Institute");

2. accept contributions and otherwise raise funds for, and make grants to, the Institute;

3. conduct such other activities as are necessary or contribute importantly to supporting or benefiting the Institute; and

4. carry out any other activity that may lawfully be carried on by a corporation organized under the Florida Not for Profit Corporation Act and that is exempt under Section 501(c)(3) and not a private foundation under Section 509(a)(3) of the Code.

#### **ARTICLE VI. POWERS**

A. In furtherance of its purposes, the Corporation has all powers granted to a corporation under the Florida Not For Profit Corporation Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

B. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any trustee, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

C. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code; or

2. a corporation, contributions to which are deductible under sections 170, 2055, or 2522 of the Code; or

3. an organization described in section 509(a)(3) of the Code.

**ARTICLE VII.  
MEMBERS**

The Corporation shall have one class of members (the "Members," or individually each a "Member"). The Board of Directors of the Institute are the Members. The Members shall elect the Trustees in the manner provided in the Bylaws. Otherwise, the rights, powers and duties of the Members shall be as provided in the Bylaws of the Corporation.

**ARTICLE VIII.  
MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Trustees (the "Trustees," or individually each a "Trustee"), which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. Otherwise, the rights, powers and duties of the members of the Board of Trustees shall be as provided in the Bylaws of the Corporation.

**ARTICLE IX.  
OFFICERS**

The rights, powers and duties of the officers of the Corporation shall be as provided in the Bylaws of the Corporation.

**ARTICLE X.  
PRIVATE FOUNDATION RULES**

A. The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a)(3) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

**ARTICLE XI.  
DISSOLUTION**

A. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the Trustees or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, the Board of Trustees of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation to the Institute, if the Institute is exempt from tax as an organization described in section 501(c)(3) of the Code and eligible to receive contributions which are deductible under the provisions of sections 170, 2055, and 2522 of the Code.

3. If the Institute is not described in section 501(c)(3) of the Code or not eligible to receive contributions that are deductible under the provisions of sections 170, 2055, and 2522 of the Code, then the Board of Trustees of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Trustees, in the exercise of their discretion, may by a majority vote determine; except that:

(a) any such distribution of assets must be calculated to carry out the objects and purposes of the Corporation; and

(b) all such distributions must be to one or more organizations:

(i) closely related in purpose or function to the Institute;

(ii) exempt from tax as organizations described in section 501(c)(3) of the Code; and

(iii) contributions to which are deductible under the provisions of sections 170, 2055, and 2522 of the Code.

**ARTICLE XII.  
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 535 Central Avenue, St. Petersburg, Florida 33701 and the name of its registered agent at such office is George K. Rahdert, Esq.

**ARTICLE XIII.  
INCORPORATOR**

The name and address of the sole incorporator is Christine M. Martin, 801 Third Street South, St. Petersburg, Florida 33701.

**ARTICLE XIV.  
AMENDMENTS**

Any of the Members or Trustees may propose an amendment at any regular or special meeting of the Members or Board of Trustees. Amendments must be approved by a majority of the Members then in office.

*{Signatures on next page.}*

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were adopted by the Board of Trustees of The Poynter Institute Foundation, Inc., as the Corporation does not yet have members.

THE POYNTER INSTITUTE FOUNDATION,  
INC.

Date: January 11, 2013

By: 

Name: Christine M. Martin

Title: President