

N230000/2856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

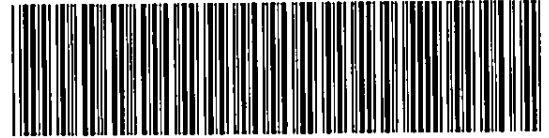
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800428122818

Amended &

Restated
Articles

FILED

2024 APR 30 AM 9:06

CLERK OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

MAY -1 2024

RECEIVED

2024 APR 30 PM 2:02

TALLAHASSEE, FLORIDA

CT CORP
(850) 656-4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 04/30/2024

Acc#I20160000072

en: c DW

Name:	Community News Collaborative Inc.
Document #:	
Order #:	15527420

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

--

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 35.00

Thank you!

FILED

2024 APR 30 AM 9:06

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY NEWS COLLABORATIVE, INC.

SECRETARY OF STATE
FLORIDA

Pursuant to Chapter 617 of the Florida Business Corporation Act (the "Act"), **COMMUNITY NEWS COLLABORATIVE, INC.** (the "Corporation"), a Florida Not for Profit Corporation organized and existing under the Act, does hereby certify:

1. The Articles of Incorporation of the Corporation were initially filed with the State of Florida on October 25, 2023.
2. The Corporation hereby adopts these Amended and Restated Articles of Incorporation (the "A&R Articles"), which replace the original Articles of Incorporation.
3. The A&R Articles were duly approved and adopted by unanimous written consent of the Directors (the "Directors") of the Corporation, dated April 26 2024. The number of votes cast by the Directors were sufficient for approval. There are no members of the Corporation.
4. The original Articles of Incorporation are hereby superseded and replaced in their entirety by the A&R Articles, which are as follows:

ARTICLE I

Name and Address

The name of this corporation shall be:

COMMUNITY NEWS COLLABORATIVE, INC.

The principal address of this corporation shall be 1661 Ringling Boulevard, Sarasota, FL 34230 and the mailing address shall be PO Box 99, Sarasota, Florida 34230, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In particular, the organization's primary charitable purpose is to produce independent, nonpartisan, journalism for Florida's West Coast communities. The focus of the corporation will be to produce and distribute free journalistic content not normally covered by today's shrinking media landscape, in areas such as education, environmental and other social issues. The corporation is organized to accept, hold, administer and disburse such funds as may from time to time be

contributed to the corporation for charitable and educational purposes, including for such purposes the making of distributions to organizations described in section 501(c)(3) and the conduct of other charitable activities as determined by the corporation's Board of Directors.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein.

(c) The corporation itself shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any provisions of these Articles of Incorporation, the corporation (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3), or (ii) by a corporation, contributions for which are deductible under section 170(c)(2), (2) engage in any act of self-dealing (as defined in section 4941(d)), (3) retain any excess business holdings (as defined in section 4943(c)), (4) make any investments in such manner as to subject the corporation to tax under section 4944, or (5) make any taxable expenditures (as defined in section 4945(d)); and (b) shall distribute its income for each taxable year at such time and in such manner as to not subject the corporation to tax under section 4942.

(e) Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated exclusively for charitable purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general 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.

ARTICLE III Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(3) of the Code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE V

Officers and Directors

The corporation will have no members. All powers of the corporation shall be exercised solely and exclusively through its Board of Directors. The corporation shall initially have three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the corporation, provided that the number of directors shall never be fewer than three (3). The method of election and removal of directors shall be as set forth in the bylaws of the corporation.

The corporation shall elect officers annually by a majority vote of the Board of Directors. The officers to be elected shall at minimum be a President, a Secretary, and a Treasurer. Other officers may be elected and serve as provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers, the manner of election or appointment, and the manner of filing

vacancies in the offices of the corporation shall be provided for in the bylaws of the corporation.

ARTICLE VI
Indemnification

The corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII
Registered Office and Registered Agent

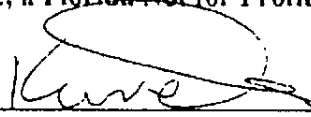
The corporation's registered agent shall be Shumaker, Loop & Kendrick, LLP, and the street address of the corporation's registered office is Shumaker, Loop & Kendrick, LLP, Attn: David B. Heedy, Esq., 240 South Pineapple Avenue, 9th Floor, Sarasota, Florida 34236. The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned, for the purposes of amending and restating the Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation on April 26, 2024.

**COMMUNITY NEWS COLLABORATIVE,
INC., a Florida ~~Not~~ for Profit Corporation**

By: _____



Keith Woods, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

COMMUNITY NEWS COLLABORATIVE, INC.

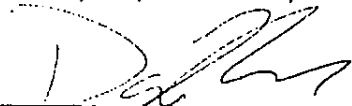
2. The name and address of the registered agent and office is:

Shumaker, Loop & Kendrick, LLP
Attn: David B. Heedy, Esq.
240 South Pineapple Avenue, 9th Floor
Sarasota, Florida 34236

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Dated this April 26, 2024.

Shumaker, Loop & Kendrick, LLP

By: 
Name: David Heedy
Title: Partner