

N97000003408

P.O. Box 23401 Memory Way

Telephone

Jacksonville, Florida 32241

(904) 260-9198

February 2, 1999

Dear Mrs. Harris  
Division of Corporations  
Tallahassee, Florida

Dear Mrs. Harris,

I am please to enclose the Articles of Amendment to our organization By Design and Company, Inc. which will now be named Vaughan Publishing and News Group, Incorporated. Upon receipt and review, should you have any questions, please do not hesitate to call me at (904) 260-9198.

Sincerely,

Nan Ramey

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend +

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3/24/99

SP

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

FILED  
99 MAR 24 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By Design-a Company, Inc.  
(present name)

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

*See attached sheets*

**SECOND:** The date of adoption of the amendment(s) was: February 1, 1999

**THIRD:** Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

VAUGHAN PUBLISHING AND NEWS GROUP, INC.

Corporation Name

Nan Ramsey  
Signature of Chairman, Vice Chairman, President or other officer

Nan Ramsey  
Typed or printed name

President  
Title

3-17-99  
Date

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION OF**  
**BY DESIGN & COMPANY, INC.**  
**TO BE RENAMED VAUGHAN PUBLISHING AND NEWS GROUP INC.**

The undersigned hereby submit these Articles of Amendment to Articles of Incorporation of By Design and Company, Inc., pursuant to Section 607.1006, Florida Statutes.

Amendments Adopted

- A. Article I of the Articles of Incorporation, filed on June 10, 1997 is amended to read:  
**ARTICLE I- Name**

The name of the corporation shall be named **VAUGHAN PUBLISHING AND NEWS GROUP INC.**  
THIS AMENDMENT WAS ADOPTED BY UNANIMOUS VOTE OF ALL MEMBERS OF THIS CORPORATION ON THIS 1st DAY OF FEBRUARY, 1999, AND THE NUMBER OF VOTES CAST FOR THIS AMENDMENT IS SUFFICIENT FOR APPROVAL.

□

**ARTICLE II-Principal Office**

Section 2:01-Principal Office: The principal office of the corporation shall be located in the City of Jacksonville, Florida at 3478 Fairbanks Road.

Section 2:02- Location: The corporation may also maintain offices at such other places as the board of director may, from time to time determine.

Section 2:03- Other Offices: The corporation may also have offices at such other places, within or without the State of florida where it is qualified to do business, as it business may require and as the Board of Directors may from time to time designate.

THIS AMENDMENT WAS ADOPTED BY UNANIMOUS VOTE OF ALL MEMBERS OF THIS CORPORATION ON THIS 1st DAY OF FEBRUARY, 1999 AND THE NUMBER OF VOTES CAST FOR THIS AMENDMENT IS SUFFICIENT FOR APPROVAL.

### ARTICLE III Purpose

Article III of the Articles of incorporation, filed on June 10, 1997 is amended to read: The corporation is organized for the following purposes:

Section 3:01- General- The corporation is established to serve four main objectives: The Home, Church, Government and the individual. The mission of *Vaughan Publishing and News Group* is to document, collect and encourage documents that promote family values as spelled out in the Holy Scriptures. To accomplish this goal we will rely on several tools in which we will promote traditional values to preserve and encourage four basic groups. The family, church government and the individual. We believe the most important purpose in living on this earth is to know and honor God. It is our belief that to really impact our four main groups, we must have a relationship with Christ.

Section 3:02-Help- The corporation may offer courses, conduct seminars and provide training for the general public at large. Our commitment is to educate and equip as well as promote understanding among these four groups through preserved truths, training, information and ministry. We believe that the preservation of our heritage is a must and therefore we must continue to do this with honor.

Section 3:03- Research. The corporation may engage in genealogy, research and writings of information and data to benefit the four groups mentioned.

Section 3:04- Publications. The corporation may produce and/or publish books, films periodicals and other communications. We will work in every effort to accomplish goals that help strengthen the family, honor the church, value the government and make whole the individual. The primary means of this organization will be by publishing and providing materials, books, films and training tools which share a message of value for schools, churches, and the public at large in the United States and abroad.

Section 3:05- Election- The elections will require at least one third of the Board by unanimous vote of the board members present. The number of directors shall be specified by the by laws and may be changed from time to time by the board of directors. The term of service of the directors shall be established by the by laws. The Directors shall be elected by a majority vote of the members present at the meeting of the full Board of Directors, whether annual, special, or otherwise, as specified in the by-laws.

Section 3:06- Regular Meetings- The Board of Directors shall hold their annual meeting at the time and place established at the organization meeting of the Board. The board may provide by resolution for additional regular meetings to be held without notice except as provided by resolution itself.

Special Meeting- 3.07 The President or any two board members may call for a special meeting of the board and fix the time and place for the said meeting.

Section 3:08- Notice- Directors shall be notified of any special meetings in advance notice in writing which shall be sent by mail, fax or personally at least 10 days before the time set for the meetings.

Section 3:09- Quorum- A majority of the directors must be present in order to conduct business. However, a majority of those present may postpone the meeting without further notice.

Section 3:10- Action By Unanimous Written Consent Without Meeting- Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Section 3:11- Non-liability of Directors- The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 3:12- Vacancies- Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board.

Section 3:13- The Board may provide by resolution that Board members may be reimbursed for expense incurred by attending the annual Board meeting or work in connection with the magazine. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or by her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the director is guilty of misconduct regarding the matter in which indemnity is

Section 3: 14- Removal- The Board of Directors may remove any director at any time if in its judgment, the best interests of the Corporation would be best served thereby.

THIS AMENDMENT WAS ADOPTED BY UNANIMOUS VOTE OF ALL MEMBERS OF THIS CORPORATION ON THIS 1st DAY OF FEBRUARY, 1999 AND THE NUMBER OF VOTES CAST FOR THIS AMENDMENT IS SUFFICIENT FOR APPROVAL.

Article III of the Articles of Incorporation, filed on June 10, 1997 is amended to read as follows:

#### **ARTICLE IV-Manner of Election of Directors**

Article IV of the Articles of Incorporation, filed on June 10, 1997 is amended to read as follows:

#### **ARTICLE IV Section II**

Section 4:01 Officers: The officers of the corporation shall be as follows:

President- The President, who shall be the chief executive officers of the corporation shall preside at all meetings of the members and be present at the meetings of the Board of Directors. She shall perform such other duties as may be prescribed by the B laws or directed by the Board of Directors.

Secretary- The Secretary shall keep the minutes of the meetings of the corporation and other records of the corporation and shall perform such other duties as may be prescribed by the By- laws or directed by the Board of Directors.

Treasurer: The treasurer shall receive and keep all corporate funds and securities; keep all accounts and record of the corporation, examine, audit adjust, and settle all accounts of the corporation, and shall perform such other duties as may be prescribed by the B laws or directed by the Board of Directors.

Section 4:02. Initial Officers. The initial officers shall be elected by the Board of Directors at the organization meeting. Thereafter, the officers shall be elected annually by the board of Directors at the annual meeting.

Section 4:03. President. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the corporation. He or She shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

Section 4:04- Secretary. The secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are give in in accordance with the by laws or as provided by law, keep the seal of the corporation and affix same to the corporate documents, keep a list of all members an their mailing addresses and in general perform all duties.

Section 4:04- Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and in general perform treasurer duties.

Section 4: 06- Removal and Resignation. Any officer may be removed wither with or without cause by a majority of the directors in office at the time or by the authorized by resolution of the Board or President. Any officer may resign with written notice.

## **Directors**

Nannette V. Ramey  
3478 Fairbanks Road  
Jacksonville, Florida 32223

Mary Ann Cromartie  
12723 Links Terrace  
Jacksonville, Florida 32225

D. Gail Thurmond  
3478 Fairbanks Road  
Jacksonville, Fl 32241

Rhydon Dennette, Jr.  
1805 Jork Road  
Jacksonville, Florida 32207

Charles H. Taylor  
4719 Wesch Blvd.  
Jacksonville Florida  
32207

Barbara Taylor  
4719 Wesch Blvd.  
Jacksonville, Florida 32207

Frankie Morgan  
4161 Julington Creek Road  
Jacksonville, Florida 32223

Allan Pearce  
6638 Nightingale road  
Jacksonville, Florida 32216

Margie Summers  
5149 Camellia Circle S.  
Jacksonville, Florida 32207

## **Officers:**

President: Nannette V. Ramey  
3478 Fairbanks Road  
Jacksonville, Florida 32241

Secretary D. Gail Thurmond  
3478 Fairbanks Road  
Jacksonville, Florida 32241

Treasurer- D. Gail Thurmond  
3478 Fairbanks Road  
Jacksonville, Florida 32241

ARTICLE V  
Committees

Section 5: 01- Executive Committee. The Board of Directors shall function primarily through an Executive Committee empowered to act on its behalf in the interim period between meetings of the full board.

Section 5: 02. Ad Hoc Committees for specific purposes of activities or to constitute advisory committees may be designated from time to time.

The Chairman or any individual may be removed from the Committee or the board which ever in its judgement the best interest of the corporation would be best served. Ad Hoc committees shall act under th direction of their respective chairman without need of quorum.

Section 6- Corporate Seal to be affixed here

THIS AMENDMENT WAS ADOPTED BY UNANIMOUS VOTE OF ALL MEMBERS OF THIS CORPORATION ON THIS 1st February 1, 1999 and THE NUMBER OF VOTES CAST FOR THIS AMENDMENT IS SUFFICIENT FOR APPROVAL ARTICLE VII

Fiscal Year

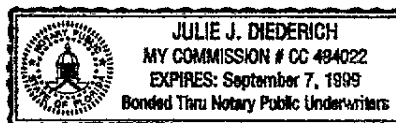
Section 7:01- The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII  
Amendments

Section 8:01- These by-laws may be amended or repealed by the affirmative vote of at least seventy-five percent of those present at the annual meeting.

Notary Acknowledgement

State of Florida  
County of Duval



The foregoing instrument, Articles of Incorporation of Vaughan Publishing and News Group, Inc. was acknowledged before me this 16<sup>th</sup> Day of February, 1999.

by Fannette V. Ramsey and \_\_\_\_\_ who is personally know to me who did not take an oath.

Julie J. Diederich

Witness