

**UNANIMOUS WRITTEN CONSENT IN LIEU OF  
A SPECIAL MEETING OF THE DIRECTORS OF THE  
BOARD OF DIRECTORS  
OF ALABAMA INITIATIVE FOR INDEPENDENT JOURNALISM, INC.**

The undersigned, being all of the Directors of the Board of Directors of **ALABAMA INITIATIVE FOR INDEPENDENT JOURNALISM, INC.**, an Alabama nonprofit corporation (the “Company”), hereby waive all notice and duly adopt, ratify, approve and consent to this Resolution as though a special meeting of the Directors had been duly called and held.

**WHEREAS**, on February 25, 2014, the Articles of Incorporation (the “Articles”) of the Company were filed with the Secretary of State of the State of Alabama;

**WHEREAS**, the Directors desire to appoint a President of the Company; and

**WHEREAS**, the Directors desire to Amend and Restate the Articles.

**NOW, THEREFORE, BE IT RESOLVED**, that the Articles are hereby Amended and Restated as attached hereto in “**Exhibit A**”;

**FURTHER RESOLVED**, that Carol Nunnelley shall be appointed as President until such time as her successor is duly elected;

**FURTHER RESOLVED**, that Carol Nunnelley is authorized to execute the Amended and Restated Articles of Incorporation on behalf of the Company as President of the Company;

**FURTHER RESOLVED**, that the Amended and Restated Articles of Incorporation shall be duly filed with the Secretary of State of the State of Alabama;

**FURTHER RESOLVED**, that any and all actions which will be taken by any officers and directors of the Company pursuant to this Resolution or which have been taken by any officer or director are hereby approved, confirmed, and memorialized as official and authorized acts of the Company; and

**FURTHER RESOLVED**, that this Resolution shall be filed with the regular minutes of the meetings of the Directors of the Company.

**[SIGNATURE ON FOLLOWING PAGES]**

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate on this  
\_\_\_\_\_ day of March, 2014.

\_\_\_\_\_  
Mark Kelly  
Director

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Carol Nunnelley  
Director

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Jerome Lanning  
Director

**EXHIBIT “A”**

Amended and Restated Articles of Incorporation

[Attached hereto]

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALABAMA INITIATIVE FOR INDEPENDENT  
JOURNALISM, INC.**

**ALABAMA INITIATIVE FOR INDEPDENT JOURNALISM, INC.**, an Alabama nonprofit corporation (the “Company”), submits the following information as required by Ala. Code § 10A-3-4.04:

1. The name of the Company is Alabama Initiative for Independent Journalism, Inc.
2. The Articles of Incorporation of the Company were filed in the Office of the Judge of Probate of Jefferson County, Alabama, on February 25, 2014.
3. The Board of Directors enacted a Unanimous Written Consent of the Directors of the Board of Directors of the Company authorizing the Amended and Restated Articles of Incorporation as they appear below, on March \_\_\_\_, 2014.
4. The Articles of Incorporation of the Company are hereby amended and restated as follows and shall replace all other Articles of Incorporation in their entirety:

**A NONPROFIT CORPORATION**

These articles of incorporation are signed and acknowledged by the incorporator for the purpose of forming a nonprofit corporation under the provisions of the Code of Alabama (1975), section 10A et seq., known as the Alabama Business and Nonprofit Entities Code (the “Act”) and to comply with section 501 (c)(3) of the Internal Revenue Code as follows:

**ARTICLE I: NAME**

The name of the Corporation shall be “Alabama Initiative for Independent Journalism, Inc.”

## **ARTICLE II: OBJECTS AND PURPOSES**

The corporation is organized and to be operated exclusively for charitable, educational and beneficent purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended and regulations promulgated thereunder.

The purpose for the organization of this Corporation is to provide objective, non-partisan information that will lead to improvements within north central Alabama and the greater Birmingham region. The objectives of the Corporation toward achieving this purpose will include the following:

1) To serve the public interest through education of the general public through research and inquiring into critical problems and opportunities within north central Alabama and the greater Birmingham region relating to social, cultural, and environmental matters affecting the region, and the design and implementation of related plans and programs which, in summary, may consist of the following actions and programs:

(a) the conduct of non-partisan analysis, study and research into these problems and opportunities, and publishing the results for the benefit of the general public; and

(b) facilitating the conduct of such analysis, study and research, and the publication thereof, by providing funding for the recruitment and training of specialists in these areas, and of experienced and developing journalists and others with experience or promise in investigating and reporting on such problems and opportunities and related public policy issues; and

(c) developing and maintaining a website to implement the publication and dissemination of such analysis, study and research, and the recommendation of non-partisan plans and programs to address the amelioration or solution of such problems or the exploration of related opportunities; and

(d) holding meetings to discuss, identify and cooperate in developing regional plans and policies to address such problems or explore opportunities, and to present at such meetings a staff of experts and associates engaged by the organization to research and analyze the problems and issues discussed at the meetings; and

(e) from time to time, to provide non-partisan analysis and information to print, television, radio, and other news media in the region in order to more accurately disseminate and publish the results of the above described research, analysis and recommendations; and

(f) also, from time to time, to make available to the news media experts engaged by the organization to assist and facilitate in reporting related to the foregoing studies, meetings and recommendations by such media.

2) To do all things necessary and incidental related to the general social, benevolent and charitable works of the Corporation.

3) To comply with section 501(c)(3) by limiting the Corporation's functions to the purposes listed in section 501(c)(3), namely "charitable scientific and public education purposes".

4) No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 purposes as hereinabove stated). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c)(3) of such Code, or

(b) By an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

5) It is anticipated that the Corporation will finance its hiring, programs and operations through a combination of annual contributions from individuals and organizations who support its mission, and from grants from public and private funding sources, and from fees and expense reimbursement related to providing consulting services and non-partisan analysis, studies and research to news media to facilitate the dissemination and publication of such analysis, studies and research.

### **ARTICLE III: POWERS**

1) The corporation shall have all the general powers enumerated I the Code of Alabama (1975), section 10-3A-1 et seq., and in the Bylaws of the corporation, (the "Bylaws"), and



2) The power to receive and administer funds for the aforesaid purposes, and for no other purposes, and to that end to take and hold any real or personal property, funds or securities of any class or description, whether tangible or intangible, and whether by contract, agreement, bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, and to hold, invest and utilize the same for such objects and purposes or trust.

#### **ARTICLE IV: INCORPORATOR**

The name and address of the incorporator is as follows:

Sarah E. Hoffmann  
One Federal Place, Suite 1000  
1819 Fifth Avenue North  
Birmingham, Alabama 35203

#### **ARTICLE V: MEMBERSHIP**

The Corporation may have such members and classes of members as may be determined from time to time by its Board of Directors (the "Board").

#### **ARTICLE VI: OFFICERS AND DIRECTORS**

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. The terms of the officers shall correspond to the Corporation's fiscal year as provided by the Bylaws. The time, place, and manner of selecting officers shall be provided in the Bylaws. The affairs of the Corporation shall be managed by a board consisting of no fewer than three (3) and no more than seven (7) members selected in the manner provided for in the Bylaws.

#### **ARTICLE VII: BYLAWS**

The Board shall adopt Bylaws for the governance of the Corporation.

#### **ARTICLE VIII: REGISTERED OFFICE AND REGISTERED AGENT**

The location and address of the Corporation's initial registered office is in the City of Birmingham, Alabama. The initial registered agent at 2312 First Avenue North, Birmingham, Alabama 35203 is Mark Kelly.

## **ARTICLE IX: STOCK**

The Corporation is organized on a non-stock basis.

## **ARTICLE X: DURATION**

This is a benevolent Corporation, and its term is unlimited and in perpetuity.

## **ARTICLE XI: DIRECTORS**

The names of the initial members of the Board of the Corporation chosen for the first term or until their respective successors are elected and qualified are as follows:

Mark Kelly

Carol Nunnelley

Jerome Lanning

## **ARTICLE XII: DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board shall determine:

(a) to a nonprofit organization or organization which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 and shall use the assets for public purposes or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or

(b) to a nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 and shall use the assets for public purposes or as an organization exempt from federal income

taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

No distribution of the assets of this Corporation shall ever be made to any member, director, or officer of this Corporation.

### **ARTICLE XIII: REFERENCES**

References herein to sections of the Internal Revenue Code of 1986 are to the provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

\* \* \*

I, the undersigned, being over nineteen years of age, constitute the President of **Initiative for Independent Journalism** and desire to become amended as set forth above.

**IN WITNESS WHEREOF**, the undersigned Company has caused these Amended and Restated Articles of Incorporation to be executed in its name and on its behalf by its representative, duly authorized, as of this \_\_\_\_ day of March, 2014.

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Carol Nunnelley  
President

## STATE OF ALABAMA

## JEFFERSON COUNTY

Before me, \_\_\_\_\_, a Notary Public in and for the State, personally appeared **Carol Nunnelley**, who being by me first duly sworn, states that she is the person named as the President of **Alabama Initiative for Independent Journalism, Inc.** and that she, as such President, is over nineteen (19) years of age and makes this affidavit to comply with the Statutes and Laws of the State of Alabama relative to the Amendment of the Articles of Incorporation of a Nonprofit Organization, under the Alabama Business and Nonprofit Entities Code. This is the \_\_\_\_ day of March, 2014.

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Notary Public, State at Large

My Commission Expires: \_\_\_\_\_