

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA PROFESSIONAL PHOTOGRAPHERS, INC.
(A Corporation Not for Profit)

We, the undersigned persons of the State of Florida, each being current officers of Florida Professional Photographers, Inc., a corporation not for profit, hereby adopt the following Articles of Amendment to Articles of Incorporation of Florida Professional Photographers, Inc., a corporation not for profit. The Articles of Amendment were adopted by the members and the number of votes cast for the Articles of Amendment was sufficient for approval.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be: **FLORIDA PROFESSIONAL PHOTOGRAPHERS, INC.**, with its principal place of business located at 13910 North Dale Mabry Hwy, Suite 6, Tampa, Florida 33618.

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this corporation shall be to constitute and function as a society dedicated to scientific learning, research, and instruction in connection with the art, science, and profession of photography and to elevate those standards both professionally and ethically: to create, foster, promote, and maintain cordial and ethical relations among the membership and with the community in order to advance photography in all its branches; and to promote all things which may be of practical benefit to the profession.

ARTICLE III

QUALIFICATION OF MEMBERS

All persons who shall subscribe to the Code of Conduct of Florida Professional Photographers Incorporated and who shall be actively engaged in photography whether as self-employed, employees or as students in a Post Secondary School shall be qualified to be members.

ARTICLE IV

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

SUBSCRIBERS

The names and residences of the subscriber to these Articles are:

Dana A. Lunden
8713 Elmdale Place
Tampa, Florida 33637

Donna H. Campiz
2880 Mandarin Meadows Drive N.
Jacksonville, Florida 32223

Kevin E. Newsome
13910 N. Dale Mabry Hwy, Suite 6
Tampa, Florida 33618

ARTICLE VI

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary-Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	Dana A. Lunden
Vice President	Donna H. Campiz
Secretary Treasurer	Kevin E. Newsome

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have six (6) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than six (6).

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
Debbie M. Alcorn	4243 Trout Drive SE St. Petersburg, Florida 33705
Larry A. Brewer	PO Box 314 Lake City, Florida 32056
Martin J. Gudz	6174 SW CR 360 Madison, Florida 32340
Jackson Koontz III	PO Box 6878 Ocala, FL 34478
Sandra Pearce McAuley	1122 SW 15th Street Okeechobee, Florida 34974
Teresa B. Stevenson	17114 123rd Terrace N. Jupiter, FL 33478

ARTICLE VIII

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE X

NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual or member except that the Corporation shall be empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by:

(a) a Corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or

(b) a Corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization(s) which themselves are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to under Florida law.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 13910 North Dale Mabry Hwy, Suite 6, City of Tampa, County of Hillsborough, State of Florida, and the registered agent of this Corporation at the above address shall be V. Kaye Newsome.

IN WITNESS WHEREOF, we the undersigned subscribing Incorporators, have hereunto set our hands and seals, this 30th day of August, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

signed _____
DANA A. LUNDEN

signed _____
DONNA H. CAMPIZ

signed _____
KEVIN E. NEWSOME

HAVING BEEN NAMED the Registered Agent for this Corporation to accept service of process at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping open said office.

By: signed _____
V. KAYE NEWSOME
(Registered Agent)