

Clerk: SANDERSL

**CERTIFICATE OF AMENDMENT FOR THE
CERTIFICATE OF FORMATION
OF
FOUNDATION FOR PROGRESS IN JOURNALISM**

TO THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA:

This is to certify that, for the purpose of amending the Certificate of Formation of Foundation for Progress in Journalism (the "Filing Entity") pursuant to the provisions of Sections 10A-1-3.11, *et seq.*, and 10A-3-4.01, *et seq.*, Code of Alabama (1975), the undersigned does hereby declare the following and make, adopt, and file the following Certificate of Amendment:

FIRST: Name of the Filing Entity

The current name of the Filing Entity is:

Foundation for Progress in Journalism

The ID number for the Filing Entity is 277-057.

RECEIVED DATE

AUG 27 2020 *JM*

**SECRETARY OF STATE
OF ALABAMA**

SECOND: Type of Filing Entity

The Filing Entity is a nonprofit corporation.

THIRD: Date of Prior Filings

The Certificate of Formation for the Filing Entity was filed with the Probate Judge of Jefferson County, Alabama on February 28, 2013.

FOURTH: Amendment

ARTICLE I of the Filing Entity's Articles of Incorporation as heretofore amended is deleted, and the following ARTICLE I substituted in lieu thereof:

**ARTICLE I
Name**

The name of the corporation being formed (the "Corporation") is:

Bronze Valley Foundation

Alabama
Sec. Of State

Entity Change	DNP
277-057	
Date	8/27/2020
Time	14:54
200827	4 Pg
File	\$50.00
Ackn	\$.00
Exp	\$.00
Total	\$50.00
06/079	

FIFTH: Adoption and Execution of Amendment

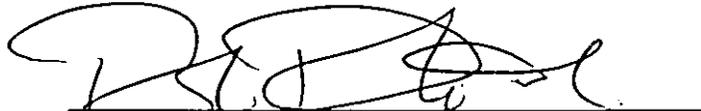
The amendments herein have been duly adopted as required by law (in the manner required by Title 10A of the Code of Alabama (1975)). In the manner prescribed by Sections 10A-1-3.12 and 10A-3-4.01(a)(2), Code of Alabama (1975), there being no members entitled to vote, the preceding amendments to the Certificate of Formation were adopted upon the unanimous written consent of the Board of Directors of the Filing Entity on July 3, 2020.

IN WITNESS WHEREOF, the Filing Entity has caused its duly authorized officers to execute this amended Certificate of Formation on July 3, 2020, which officers, having reviewed the foregoing document, do hereby certify under penalty of perjury that the foregoing is correct, true, and authentic.

**THE FOUNDATION FOR PROGRESS IN
JOURNALISM**



By: John O. Hudson, III
Its: President



By: Bob Blalock
Its: Secretary

This Instrument was prepared by:

Cole T. Bollman
FORTIF LAW PARTNERS, LLC
2021 Morris Avenue, Suite 300
Birmingham, Alabama 35203

JOHN H. MERRILL
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Bronze Valley Foundation

This name reservation is for the exclusive use of Cole Bollman, 2021 Morris Avenue, Suite 300, Birmingham, AL 35203 for a period of one year beginning May 11, 2020 and expiring May 11, 2021.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 11, 2020

Date

John H. Merrill

A handwritten signature in black ink that reads 'John H. Merrill'. The signature is written in a cursive style and is positioned above a horizontal line.

Secretary of State

RES878393

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in Inst. # 2020090512

Given under my hand and official seal, this the 19th day of Aug, 2020

[Signature]
Judge of Probate

Alabama
Sec. Of State

Entity Change	DNP
277-057	
Date	8/27/2020
Time	14:54
200827	4 Pg
File	\$50.00
Ackn	\$.00
Exp	\$.00
Total	\$50.00
06/079	

Alabama
 Sec. Of State
 New Entity
 277-057 DNP
 Date 2/20/2013
 Time 17:00
 130624 7 pg
 File \$100.00
 Ackn \$.00
 Exp \$.00
 Total \$100.00
 07/062



20130220000168230 1/5
 Bk: LR201311 Pg: 12160
 Jefferson County, Alabama
 I certify this instrument filed on:
 02/20/2013 01:05:46 PM NPINC
 Judge of Probate- Alan L. King

CERTIFICATE OF FORMATION
OF
FOUNDATION FOR PROGRESS IN JOURNALISM

TO THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a nonprofit corporation pursuant to the provisions of Chapter 3, Title 10A of the Code of Alabama (1975) as amended and the provisions of Chapter 1, Title 10A of the Code of Alabama (1975) as amended to the extent applicable to nonprofit corporations (the "Alabama Nonprofit Corporation Law"), the undersigned does hereby make, adopt, and file the following Certificate of Formation:

ARTICLE I

Name

The name of the corporation being formed (hereinafter referred to as the "Corporation")
 is:

Foundation for Progress in Journalism

ARTICLE II

Type of Entity

The type of entity being formed is a nonprofit corporation.

ARTICLE III

Purpose

3.01 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent federal tax law), and the regulations currently or hereafter promulgated thereunder (the "Code"). In furtherance of such purposes, the Corporation is organized and will be operated primarily for the advancement of education, diversity and excellence in the field of journalism and to engage in other activities permissible to an organization exempt from federal income tax under Section 501(c)(3) of the Code.

3.02 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 purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation shall be 600 Eighteenth Street North, Birmingham, Alabama 35203. The initial registered agent of the Corporation shall be Keisa Sharpe-Johnson, who shall be located at the street address of the initial registered office of the Corporation.

ARTICLE V

Incorporator

The Incorporator of the Corporation is Bingham D. Edwards, Jr., whose address is 1901 Sixth Avenue North, Suite 1500, Birmingham, Alabama 35203.

ARTICLE VI

Members

The Corporation shall have no members.

ARTICLE VII

Board of Directors

7.01 All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. All of the powers and duties conferred or imposed on a board of directors by the Alabama Nonprofit Corporation Law shall be exercised or performed by the Board of Directors. The number of directors, the qualifications for directors, the terms each shall serve, and the means of their election and removal shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) directors to serve until their successors are duly elected and qualified.

7.02 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ms. Barbara J. Knight	600 18th Street North Birmingham, Alabama 35203
Mr. Brian Hamilton	2 North Twentieth Street Suite 150 Birmingham, Alabama 35203
Mr. Walter Howlett, Jr.	2 North Twentieth Street Suite 150 Birmingham, Alabama 35203

ARTICLE VIII

Bylaws

The Board of Directors shall adopt Bylaws governing the conduct of the business and affairs of the Corporation. Thereafter, the power to alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE IX

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation as specified in a plan of distribution adopted in accordance with Section 10A-3-7.03 of the Code of Alabama (1975) as amended, or the corresponding provision of any subsequent Alabama nonprofit corporation statute. Such plan shall provide for the distribution of the remaining assets to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170(c)(2) of the Code, as the Board of Directors shall determine.

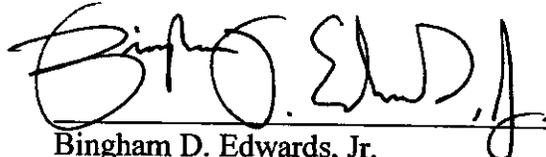
ARTICLE X

Amendment, Fundamental Corporate Change

This Certificate of Formation may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of two-thirds (2/3) of the members of the Board of Directors in office. Further, the Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of two-thirds (2/3) of the members of the Board of Directors in office.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this the 19th day of February, 2013.

Incorporator:


Bingham D. Edwards, Jr.

This Instrument was prepared by:

Phillip A. Nichols
BALCH & BINGHAM LLP
1901 Sixth Avenue North, Suite 1500
Birmingham, Alabama 35203
(205) 251-8100

Alabama
Sec. Of State

New Entity
277-057 DNP
Date 2/28/2013
Time 17:00
130624 7 Pg

File	\$100.00
Ackn	\$.00
Exp	\$.00

Total	\$100.00
07/062	

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama
1975*, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Foundation for Progress in Journalism

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Cathy Crittenden, PO Box 306, Birmingham, AL 35201
for a period of one hundred twenty days beginning February 7, 2013 and expiring
June 8, 2013.

20130220000168230 5/5
Bk: LR201311 Pg: 12160
Jefferson County, Alabama
02/20/2013 01:05:46 PM NPINC
Fee - \$63 00

Total of Fees and Taxes-\$63 00
SC0TK

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**



620-384

February 7, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

State of Alabama
Jefferson County

Alabama
Sec. Of State
New Entity DNP
277-057
Date 2/28/2013
Time 17:00
130624 7 Pg
File \$100.00
Ackn \$.00
Exp \$.00
Total \$100.00
07766C

CERTIFICATE OF INCORPORATION

OF

FOUNDATION FOR PROGRESS IN JOURNALISM

The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that _____ Articles of **INCORPORATION**

_____ duly signed and verified pursuant to the provisions of Alabama **NONPROFIT** Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby, issues this Certificate of **INCORPORATION**

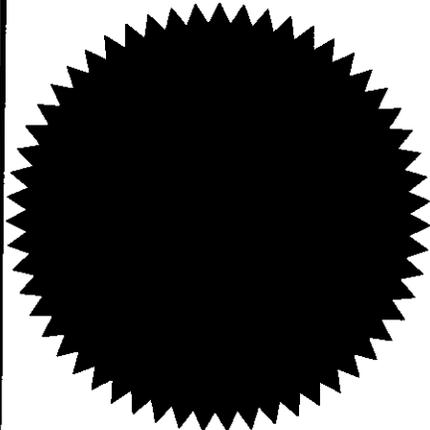
of FOUNDATION FOR PROGRESS IN JOURNALISM

and attaches hereto a copy of the _____ Articles of **INCORPORATION**

Given Under My Hand and Official Seal on this the 20 TH day of FEB, 2013

Alan L. King

Judge of Probate



Jefferson County

I, the undersigned, as Judge of Probate in and for said County in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 201311 page 12160

Given under my hand and seal, this the 20th day of Feb, 2013.

Alan L. King

Judge of Probate

Alabama
Sec. Of State

New Entity	DNP
277-057	
Date	2/28/2013
Time	17:00
130624	7 Pg
File	\$100.00
Ackn	\$.00
Exp	\$.00
Total	\$100.00
07/062	