

A.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TEXTBOOK & ACADEMIC AUTHORS ASSOCIATION, INC.**

ARTICLE I.

NAME.

The name of the corporation, hereinafter called the "Corporation," shall be TEXTBOOK & ACADEMIC AUTHORS ASSOCIATION, INC., and its principal place of business shall be St. Petersburg, Florida.

ARTICLE II.

PURPOSES.

The purposes of the corporation are:

1. To enhance the quality of textbooks, academic articles, and other educational works available for teaching, research, and other educational purposes.
2. To supply information to authors of textbook and academic material regarding their roles as authors and educators.
3. To suggest, initiate and assist in carrying out actions on behalf of its members' interests as textbook and academic authors and educators.
4. To protect and promote the interests of all scholarly authors, such as their need for intellectual freedom and expectation of fair compensation for their work.
5. To hold meetings and conferences for the mutual improvement and education of scholarly authors.
6. To protect legal principles underlying copyright and the creation of intellectual property in order to ensure the sustainability of a vibrant authoring community.
7. To generally promote, coordinate, and assist in the common activities, interests and objectives of textbook and academic authors.
8. To provide information to authors about publishing contracts, royalty issues, and other issues of importance to the community.
9. To disseminate ethical and legal information relating to scholarly works and authors.

ARTICLE III.

POWERS.

The Corporation may engage in only such activities permitted under the laws of the state of Florida as shall constitute activities in furtherance of its educational purposes. It may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other charitable and educational corporations, organizations, and institutions. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- A. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- B. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and
- C. To own, edit, publish and disseminate magazines and other publications of the association; to make and adopt By-Laws for the admission, suspension and expulsion of its members, and for their governance, for the collection of fees and dues, for the election and appointment of its officers and the definition of their duties; and
- D. To assist authors in protecting their copyrighted material; to make grants and other awards, financial and non-financial, to text and academic authors for the purpose of promoting the expressed purposes of the Corporation; and
- E. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

- F. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- G. To serve as trustee of any property, real or personal, wheresoever situated either within or without the state of Florida; and
- H. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE IV.

LIMITATIONS AND RESTRICTIONS

- A. No part of the net earnings of the corporation shall inure to the benefit of or be distributed as profit to any Member, Director, Officer of the Corporation, or any private individual except that the Corporation and its membership may award educational grants to its members and other private individuals in carrying out one or more of its purposes and except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no Member, Director, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501(c)(3) of the 1986 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- C. 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 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.

- D. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to library, charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the 1986 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member officer or director of the Corporation or to any private individual.

ARTICLE V.

TERMS

This Corporation shall exist perpetually, unless terminated by due process of law.

ARTICLE VI.

MEMBERS AND QUALIFICATION FOR MEMBERSHIP

The Corporation may have as classes of members, regular members, associate members, and honorary members as may be established from time to time pursuant to the By-Laws. The qualifications of each class of member and the manner of their admission to membership shall be prescribed from time to time by the By-Laws.

ARTICLE VII.

DIRECTORS

- A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors, which may also be called the Council, consisting of the number of Directors determined by the By-Laws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.
- B. Directors of the Corporation shall be selected by the membership in the manner prescribed by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided in the By-Laws.

ARTICLE VIII.

OFFICERS

- A. The affairs of the Corporation shall be administered by the officers designated in the By-Laws of the Corporation.
- B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the By-Laws of the Corporation.
- C. The officers shall be elected in a manner prescribed by the By-Laws.

ARTICLE IX.

BY-LAWS

The Board of Directors by two-thirds vote of this Corporation shall make, adopt, alter, amend and repeal such By-Laws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Board may deem necessary from time to time.

Such actions require two (2) readings of the Board, provided that the second reading and final approval occur no sooner than thirty (30) days after the first reading of a proposed change.

ARTICLE X.

AMENDMENT

The Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors of the Corporation. Such amendments require two (2) readings of the Board, provided that the second reading and final approval occur no sooner than thirty (30) days after the first reading of a proposed change.

ARTICLE XI.

DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against reasonable expenses incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her

having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE XII.

REGISTERED AGENT

The registered office of the Corporation and its registered agent to accept service of process within the state is Scott Loden, Loden, Frazee & Associates, 4601 Central Ave., St. Petersburg, FL 33713.