

**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION**

**OF THE**

**SOUTHEASTERN AIRPORT MANAGERS'  
ASSOCIATION,  
EDUCATIONAL FOUNDATION, INC.**

**ADOPTED APRIL 2, 1996**

**RESTATED JUNE 21, 2004**

**RESTATED APRIL 23, 2006**

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**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
OF THE  
SOUTHEASTERN AIRPORT MANAGERS'  
ASSOCIATION,  
EDUCATIONAL FOUNDATION, INC.**

**THE SOUTHEASTERN AIRPORT MANAGERS' ASSOCIATION EDUCATIONAL FOUNDATION, INC.** (the "Corporation"), a corporation originally incorporated under the name of the Southeastern Airport Managers' Association Educational Foundation, Inc., and organized and existing under and by virtue of the Florida Not For Profit Corporation Act, as amended (the "Act"), does hereby certify:

1. That the Board of Directors of the Corporation by written consent, executed in accordance with Section 617.0821 of the Act on March 25, 1996 and at a meeting held on March 31, 1996, again at a meeting held on April 25, 2004, and again on May 21, 2006, recommended the amendments included in the Restated Articles of Incorporation set forth below as the Articles of Incorporation of the Corporation.
2. That at a meeting duly held on April 2, 1996, again on June 21, 2004, and again on May 22, 2006, the members of the Corporation approved and adopted the amendments included in the Restated Articles of Incorporation set forth below.
3. That the Restated Articles of Incorporation set forth below have been duly adopted in accordance with Section 617.1007 of the Act:
4. The name of the Corporation is Southeastern Airport Managers' Association Educational Foundation, Inc.
5. The street address of the Corporation's registered office is One Airport Boulevard, Orlando, Florida 32827. The name of the registered agent at the office shall be Parker W. McClellan, Jr., A.A.E.
6. The street address of the principal office of the Corporation is 8712 Caspiana Lane, North Charleston, South Carolina 29420. The name and title of the principal office contact shall be Robert C. Brammer, II, Executive Secretary.

7. The names and addresses of each SAMA incorporator at the time of the incorporation on April 2, 1996 are:

Dirk B. Vanderleest  
Executive Director  
Jackson Municipal Airport Authority  
P. O. Box 98109  
Jackson, Mississippi 39298-8109

James G. Howes  
Airport Director  
St. Petersburg-Clearwater International Airport  
Administration Building, Suite 221  
Clearwater, Florida 34622

Floyd P. McKenzie  
Chief Operating Officer  
Greensboro-Highpoint Airport Authority  
P. O. Box 35005  
Greensboro, North Carolina 27425

Mack Lazenby, P.E.  
Executive Director  
Titusville/Cocoa Airport Authority  
255 Golden Knights Boulevard  
Titusville, Florida 32780

8. The method of election of Directors of the Corporation is stated in the Bylaws of the Corporation.
9. The purposes for which the Corporation is organized are as follows:
  - a. To prepare, promote, publish and distribute educational materials; conduct educational forums, discussion lectures and seminars, conduct educational research and establish an educational databank for elected and appointed local government officials and employees and interested members of the general public.
10. The goal of the Corporation shall be to further the efficiency, understanding and ability of publicly-owned, publicly operated airports to better perform their functions, duties and responsibilities as they relate to aviation, air transportation, facilities and management. The Corporation may award

scholarships to students who pursue an upper level college curriculum in aviation and airport management.

11. All of the powers of the Corporation shall be limited to those authorized by Section 501(c)(3) of the Internal Revenue Code.

a. As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

- (i) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of the objects and purposes, any property, both real and personal of whatever kind, nature or description and wherever situated.
- (ii) 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.
- (iii) To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses, and immunities in respect of, and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to copyrights, designs, and similar rights granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto.
- (iv) To borrow money and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the Corporation, and to secure the payment of any such obligation by mortgage, 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 whenever situated, whether now owned or hereafter to be acquired.

- (v) To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in other such securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.
- (vi) To retain or to disburse and distribute materials, property and funds in accordance with the purpose of this Corporation and the specific directions of donors with respect to property donated by them, except where such directions would impair the classification of the Corporation as a tax exempt, non-profit organization under the laws of the United States or the State of Florida.
- (vii) In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinafter set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of this Corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Incorporation.

12. Notwithstanding anything herein appearing to the contrary, no part of the assets of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 in Paragraph 7. 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Corporation.

13. The purposes for which the Southeastern Airport Managers' Association Educational Foundation, Inc., is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of

Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

14. Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
15. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Tax Code or shall be distributed to such federal, state or local government(s) for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located exclusively for such purposes.
16. The presence of twenty-five voting members or ten percent (10%) of all voting members of the Corporation, whichever is less, at any duly called meeting of the Corporation shall constitute a quorum for the conduct of business.
17. All of the assets of the Corporation shall be in trust for the purposes herein mentioned, including payment of all its liabilities. Upon dissolution or final liquidation, all of the properties and assets which may remain after payment of liabilities shall be distributed subject to Paragraph 10, above, according to the plans of distribution duly adopted by the voting members of the Corporation.
18. A Director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, provided, however, that this provision does not eliminate or limit the liability of a Director:
  - (i) for a violation of the criminal law unless the Director had reasonable cause to believe the conduct was lawful or had no reasonable cause to believe the conduct was unlawful;
  - (ii) for a transaction from which the Director derived an improper personal benefit, either directly or indirectly;
  - (iii) for an unlawful distribution;

- (iv) for conscious disregard for the best interest of the Corporation;
- (v) for willful misconduct; or;
- (vi) for recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

19. If Florida law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of directors, then the liability of a Director of the Corporation shall thereupon be eliminated or limited without the necessity of further amendment of these Articles of Incorporation to the fullest extent permitted by Florida law. Any repeal or modifications of the provisions of these Articles of Incorporation shall not adversely affect any right of protection of a Director of the Corporation existing at the time of such repeal or modification.

**END**

## CERTIFICATION

I, Timothy M. Doll, A.A.E., hereby certify that the attached copies of the Amended and Restated Articles of Incorporation of the Southeastern Airport Managers' Association Educational Foundation, Inc., are true and correct copies of what was adopted by a two-thirds (2/3) vote of all voting members present at a general membership meeting of the Corporation held in Nashville, Tennessee on the 21<sup>st</sup> Day of May 2006.

Dated this 21<sup>st</sup> Day of May 2006.

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Timothy M. Doll, A.A.E.  
President, SEC-AAAE  
2005-2006

ATTEST:

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Robert C. Brammer  
Executive Secretary  
SEC-AAAE

**BYLAWS  
OF  
SOUTHEASTERN AIRPORT MANAGERS'  
ASSOCIATION EDUCATIONAL FOUNDATION,  
INC.**

**ARTICLE I**

**NAME AND OFFICE LOCATION**

**SECTION 1:**           **NAME** - The name of the Corporation shall be and shall remain until the end of time or dissolution of the Corporation, whichever comes first, "SOUTHEASTERN AIRPORT MANAGERS' ASSOCIATION EDUCATIONAL FOUNDATION, INC. For brevity, the Corporation may be known as "SAMA Educational Foundation" and hereafter generally shall be known as "Corporation".

**SECTION 2:**           **BUSINESS OFFICE** - The registered office of the Corporation shall be located in Orlando, Florida. The Corporation may also maintain a business office or offices for transaction of business and the receipt of communications between meetings for the members of the Corporation or its officers, the location of which shall be designated from time to time by the Board of Directors of the Corporation. In the absence of such designation, the business office of the Executive Secretary of the Corporation or, in the absence of an Executive Secretary, the business office of the Secretary/Treasurer of the Corporation may be such business office.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1:**           **MEMBERSHIP** – The membership of the Corporation shall be identical to the membership of the Southeast

Chapter of the American Association of Airport Executives (SEC-AAAE), a Tennessee nonprofit corporation.

**SECTION 2:** **DUES** – In lieu of dues, fulfillment of the Corporation’s purposes shall be funded by donations from the SEC-AAAE as well as other sources and investment income.

**SECTION 3:** **VOTING PRIVILEGES** – Each member of the Corporation who is currently in the Executive Membership Category of the SEC-AAAE shall be entitled to one vote. Voting shall be in person and not by proxy, nor may voting be by mail except as authorized by these Bylaws. A majority of voting members present at any duly constituted meeting of the Corporation may vote to extend the right to vote upon specific business to be conducted at that meeting to non-voting members, provided that such right shall not be granted for the election of officers or amendments to the Amended and Restated Articles of Incorporation and Bylaws.

**SECTION 4:** **MEETINGS** –

**A) Required Meetings** – There shall be held not less than two meetings of the Corporation each calendar year simultaneously with the meetings of the SEC-AAAE.

**B) Additional Meetings** – The President may, at the President’s discretion, call additional meetings of the membership at a location practical to the membership upon concurrence of the Board of Directors.

**C) Meeting Notice** – No meeting of the Corporation shall be called upon less than thirty (30) days notice in writing to all members. Such notice shall be issued by the Executive Secretary or Secretary/Treasurer, as applicable, or in the circumstance of the absence, inability or refusal to act by the Executive Secretary or Secretary/Treasurer, notice shall be given by the President of the Corporation. Notice shall be deemed provided at the earliest of the following: a) when received; or b) if mailed, when deposited with the United States Postal Service addressed to the member at his or her address as it appears in the Corporation’s

current records of members; or c) if electronically forwarded to the member via email or other electronic means, when sent from the host computer or other electronic device to the email address as it appears in the Corporation's current record of members. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting and does not thereafter vote for or assent to action taken at the meeting.

**SECTION 5: QUORUM** – The presence of twenty-five (25) voting members or ten percent (10%) of all voting members of the Corporation, whichever is less, at any duly called meeting of the Corporation shall constitute a quorum for the conduct of business, provided, however, that a quorum for the election of officers and for amending the Articles of Incorporation or By-Laws shall be twenty-five voting members in addition to any officers present.

**SECTION 6: RECORD DATE** – The Board of Directors shall fix as the record date for the determination of members entitled to notice of a meeting a date not more than forty-five (45) days before the meeting or action requiring a determination of members. If the Board of Directors fails to fix a record date for any meeting of members, members of record on the close of business on the business day next preceding the day on which notice is mailed shall be entitled to notice and members of record on the date of the meeting who are otherwise eligible to vote shall be entitled to vote.

**SECTION 7: MEMBERSHIP LIST** – After the record date for a meeting has been fixed, the Executive Secretary or Secretary/Treasurer shall prepare a list of all members who are entitled to notice of a members meeting. Such list shall indicate the voting members by category of membership and shall show the address of such members entitled to cast votes. The list of members shall be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting at the Corporation's principal office or at the office of the

Executive Secretary or Secretary/Treasurer as applicable. A member or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of the Florida Not For Profit Corporation Act (the "Act"), to copy the list at the requesting party's expense during regular business hours during the period the list is available for inspection. The Executive Secretary or Secretary/Treasurer of the Corporation, as applicable, shall make the list of members available at the meeting and any member, or such member's agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

**SECTION 8:** **APPROVAL OF MOTIONS** - Approval of any motion at a meeting of the Corporation shall be by a majority of those votes cast on said motion except where the Articles of Incorporation and Bylaws require a larger affirmative vote on a particular item.

### **ARTICLE III**

#### **OFFICERS**

**SECTION 1:** **OFFICERS** – The Officers of the Corporation shall be identical to the Officers of the SEC-AAAE and shall perform the same or similar duties for this Corporation as such Officers perform for the SEC-AAAE.

**SECTION 2:** **DISQUALIFICATION AND RESIGNATION** – Any Officer who moves out of the geographic region covered by the SEC-AAAE, is no longer a member of the SEC-AAAE, or whose classification changes so they are no longer a voting member of the SEC-AAAE, shall automatically be disqualified from continuing as an Officer of the Corporation.

**SECTION 3:** **REMOVAL** – Any Officer may be removed by a two-thirds (2/3) vote of the voting membership present at a duly constituted annual meeting whenever, in its judgment, the best interest of the corporation would be served, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

**SECTION 4: VACANCIES** – A vacancy in any office on the Board of Directors of the Corporation which occurs because of death, resignation, removal, disqualification or other cause, may be filled by the Officers at a meeting of the Board of Directors to serve until the next annual meeting of the Corporation, provided that in the event that such appointment must be made expeditiously, the President may authorize the Officers to vote by written ballot, facsimile, or electronic mail (email) without the conduct of a meeting of the Board of Directors. The date and results of such mail, facsimile or email vote shall be recorded in the minutes of the Board’s proceedings. The filling of a vacancy without a meeting shall require a majority vote of all Officers.

**SECTION 5: UNFORSEEN CIRCUMSTANCES** – Should situations or circumstances occur regarding the election or replacement of Officers not covered by these Bylaws, the Board of Directors shall have the authority to make appointments that will enable the Corporation to continue to function effectively. Appointments so made shall be valid only until the next annual meeting of the Corporation.

**SECTION 6: DIRECTORS** – In addition to any other authority delegated to the Directors, the Directors shall also provide general counsel to the President.

**SECTION 7: STANDING COMMITTEES, PANELS OR REPRESENTATIVES** – In addition to the Officers, there shall be such standing committees, panels or representatives which shall be appointed by the President and subject to the President’s supervision. Standing committees, panels or representatives shall perform the duties enumerated for them by the Board of Directors and such additional duties as the President may require.

**SECTION 8: MEETINGS OPEN TO MEMBERSHIP** – All meetings of the Corporation, Board of Directors, and committees of the Corporation shall be open for the attendance of all members of the Corporation, except that such members may be excluded from Board discussions related to the possible removal of an officer and from meetings of the Nominating Committee.

**SECTION 9: COMPENSATION** – None of the Officers nor any appointed member of a standing committee, panel or representative of the Corporation shall be paid any compensation for their regular services to the Corporation; however, the Board may vote to advance or reimburse the travel costs of any such person when representing the Corporation at meetings other than those sponsored by the Corporation.

**SECTION 10: BOARD OF DIRECTORS** – The Board of Directors shall manage the business affairs of the Corporation, including the award of scholarships and the investment of the funds of the Corporation, in accordance with the provisions of the Amended and Restated Articles of Incorporation and Bylaws. The President, or an Officer serving as Acting President, and four (4) additional members of the Board of Directors of the Corporation shall constitute a quorum for the purpose of conducting business. The Board of Directors shall act as the contracting authority for all corporate matters. The members of the Board of Directors are expected to attend meetings of the Board of Directors to assure the smooth and orderly flow of the Corporation's business. Should any member of the Board of Directors be absent from two meetings in succession, that Director shall be prohibited from further serving on the Board of Directors unless a vote of the remaining Board members excuses the absences. In the event a Board member's absences are not excused, a replacement Director shall be appointed and shall serve in accordance with the provisions of Article III, Section 3 above.

**SECTION 11: MEETINGS OF THE BOARD OF DIRECTORS** – Regular meetings of the Board of Directors shall be scheduled in connection with all meetings of the general membership and at such other times as called by the President. Notice of all meetings of the Board of Directors shall be given to each Board Member at least fifteen (15) days prior to the date of such meeting, unless waived by attendance at a meeting or by signature of the Board member on a waiver of notice either before or after the meeting.

**SECTION 12: BOARD ACTION WITHOUT A MEETING** - In the event the President of the Corporation shall determine that it is in the best interest of the Corporation for the Board to act on any matter or matters expeditiously, the President may authorize the Board of Directors to vote on such matter or matters by written ballot, facsimile, or electronic mail (email) without the conduct of a meeting of the Board of Directors if the action taken by the Board of Directors is evidenced by one or more written consents describing the action(s) taken and having the signature of each member of the Board of Directors. The date and results of such mail, facsimile, or electronic mail (email) vote shall be recorded in the minutes of the Corporation's proceedings. Actions of the Board of Directors made without a meeting shall require a majority vote of all Officers.

**SECTION 13: EXECUTIVE SECRETARY** – The Board of Directors may employ an Executive Secretary upon such terms and conditions as may be approved by a majority vote of the voting membership present at a duly constituted meeting of the Corporation. The Executive Secretary shall perform the duties specified as duties of the Executive Secretary herein and such additional duties as the President or the Board of Directors may from time to time assign.

## ARTICLE IV

### FISCAL YEAR AND BUDGET

**SECTION 1: FISCAL YEAR** – The fiscal year for the Corporation shall start July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> of the following calendar year.

**SECTION 2: BUDGET** – A proposed annual budget shall be developed by the Secretary/Treasurer, with the assistance of the Executive Secretary, if any, for presentation to the Board of Directors who, in turn, will make a recommendation to the general membership at a meeting of the Corporation held prior to June 30<sup>th</sup> of each year. The proposed budget, with any corrections or changes, shall be adopted by the general membership, providing a quorum is present and a majority of the voting members present so approve, except in no

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case shall the budget be adopted with less than twenty (20) affirmative votes. In the event the required affirmative votes are not cast by the general membership to approve the budget, then the budget may be approved by the Board of Directors with six (6) members of the Board of Directors concurring. Subsequent changes or deviations from the budget, as approved, may be made only by the Board of Directors declaring special circumstances and then only by a minimum of six (6) affirmative votes by members of the Board of Directors at a meeting assembled or vote taken by mail, facsimile, or electronically mailed ballots or by means of a telephone vote, whichever the President shall designate. The date and results of the special mail, facsimile, electronic or telephone vote shall be recorded in the minutes of the Corporation's proceedings and disseminated to the general membership.

## **ARTICLE V**

### **AMENDMENTS**

**SECTION 1:** **AMENDMENTS** – The Amended and Restated Articles of Incorporation and Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at any annual or other meeting of the Corporation held in accordance with Article II, Section 4 hereof, provided that a copy of the proposed amendment shall be forwarded to the membership at least ten (10) days prior to such meeting; or they may be amended by a mail ballot authorized by the President and forwarded to the voting membership by the Executive Secretary, or in the absence of an Executive Secretary, the Secretary/Treasurer, providing for the return of the ballot and counting of votes thirty (30) days after the forwarding, in which case the proposed amendment(s) will be adopted if the proposed amendment(s) receive(s) two-thirds (2/3) of the votes returned in the affirmative.

## **ARTICLE VI**

### **POLICY DECISIONS**

**SECTION 1:** **POLICY DECISIONS** – Policy decisions may be adopted by the Board of Directors or the general membership. Such decisions may expand, interpret and/or implement the intent and provisions of the Amended and Restated Articles of Incorporation and Bylaws. Such policy decisions shall be numbered serially according to the time of adoption and shall be filed with the official minutes of the meetings of the Corporation and/or the Board of Directors. Policy decisions will be presented by the President, along with the Board of Directors' recommendation, for an annual review by the membership at the Corporation's annual meeting. Subject to a majority vote of the voting members present, such policy decisions will be incorporated into the Bylaws where applicable, reaffirmed as a continuing policy by the general membership, or repealed. Policy decisions remaining in effect will be renumbered serially and identified with the year of reaffirmation.

## **ARTICLE VII**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

**SECTION 1:** **GENERAL** – The Corporation shall have the power by action of the Board of Directors to indemnify any person authorized by the Florida Not For Profit Corporation Act, as the same may be amended from time to time, in the manner prescribed herein, to the full extent allowed thereby.

**SECTION 2:** **INDEMNIFICATION NOT EXCLUSIVE** – To the extent permitted by the Florida Not For Profit Corporation Act, as amended, the rights of indemnification provided in this Article shall be in addition to any rights to which any such Director, Officer, employee, or other person may otherwise be entitled by contract or as a matter of law.

**SECTION 3:**     **INSURANCE** – The Corporation shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person’s status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against such liability.

**ARTICLE VIII**

**INVALIDITY**

**SECTION 1:**     **INVALIDITY** - In the event any provision of these Bylaws is found invalid under the laws of the State of Florida or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations, as may be necessary, all other provisions of these Bylaws shall remain in effect as written.

**END**

## CERTIFICATION

I, Timothy M. Doll, A.A.E., hereby certify that the attached copies of the Bylaws of the Southeastern Airport Managers' Association Educational Foundation, Inc., are true and correct copies of what was adopted by a two-thirds (2/3) vote of all voting members present at a general membership meeting of the Corporation held in Nashville, Tennessee, on May 21, 2006.

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Timothy M. Doll, A.A.E.  
President, SEC-AAAE  
2005-2006

ATTEST:

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Robert C. Brammer  
Executive Secretary  
SEC-AAAE