

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL SCHOLASTIC PRESS ASSOCIATION**

The following are the Amended and Restated Articles of Incorporation of National Scholastic Press Association.

**ARTICLE I
NAME**

The name of this corporation shall be National Scholastic Press Association (hereinafter “Corporation”).

**ARTICLE II
PURPOSE**

This Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this Corporation are:

(a) to teach middle school, high school and college students and faculty advisers and representatives of member schools, colleges, and universities, the preparation, publication and editing of scholastic newspapers, yearbooks and other student media;

(b) to provide instruction in the subject and field of journalism and to further educate and guide both the students and the staffs and advisers of member schools, colleges, and universities in journalism; and

(c) to provide recognition programs that provide a standard of excellence among student media and create models with which member advisers can train and inspire their students.

ARTICLE III **POWERS**

Section 3.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this Corporation shall be carried on, and all funds of this Corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefiting this Corporation, (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this Corporation will in any event inure to the benefit of any officer or director of this Corporation or of any other corporation, organization, foundation, fund or institution, or any other individual (except that reasonable compensation may be paid for services rendered to or for this Corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious or scientific purposes in furtherance of the objects and purposes of this Corporation which are otherwise permitted under the Internal Revenue Code of 1986, as amended, and regulations issued thereunder).

Section 3.2. This Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part

of the principal, assets or net income of this Corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this Corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 3.3. No amount shall be expended as a grant for travel, study, or other similar purposes by any individual unless such grant satisfies the requirements of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 3.4. No officer or director of this Corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this Corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the directors or officers of this Corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE IV **NONDISCRIMINATION**

This Corporation shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance,

sexual orientation, disability or age.

ARTICLE V
INUREMENT OF INCOME

This Corporation does not and shall not afford pecuniary gain incidentally or otherwise to any private individual. Within the meaning of Section 501(c)(3) of the Internal Revenue Code, no part of the net earnings of the corporation shall inure to the benefit of any director or officer or any private individual; provided, however, that nothing herein shall prohibit, among other things, the payment of reasonable compensation for services rendered to or for the corporation in the performance of its charitable purposes.

ARTICLE VI
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VII
REGISTERED OFFICE

The registered office of this Corporation shall be located at:

2221 University Avenue SE, #121

Minneapolis, MN 55414

ARTICLE VIII
MEMBERS

This Corporation shall have no members with voting privileges. This Corporation may offer benefits, in connection with its mission and purposes, to student journalistic publications and other student media, which may be referred to as “members”, but which do not have voting privileges.

ARTICLE IX
DIRECTORS

Section 9.1. The management of this Corporation shall be vested in a Board of Directors.

Section 9.2. The number, qualifications, and terms of office of the directors shall be fixed by the Bylaws of this Corporation, but there shall not be less than three (3) directors.

Section 9.3. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.

ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, transfer the remaining assets of the Corporation to the School of Journalism, University of Minnesota, Twin Cities. If the School of Journalism, University of Minnesota, Twin Cities, is not organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), at the time of the dissolution, the Board of Directors shall transfer all the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations

under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE XI
AMENDMENT

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office.

Date of Approval: December 15, 2005

I hereby certify that these Amended and Restated Articles of Incorporation were unanimously approved by the National Scholastic Press Association Board of Directors on December 15, 2005.

Signed

Date



1/9/06

Albert R. Sims
Board Chair, National Scholastic Press Association