



## Louisiana Press Association

4000 S. Sherwood Forest Blvd. Suite 502, Baton Rouge, LA 70816

Phone (225) 344-9309 | [www.lapress.com](http://www.lapress.com)

Jan. 10, 2024

### **PROXY STATEMENT**

A Special Meeting of the Shareholders is to be held at 2 p.m. Thursday, Feb. 22, 2024.

**Meeting Information.** The Board of Directors of Louisiana Press Association, Inc. (the "Association") is soliciting your proxy to be voted at the Annual Meeting of Shareholders to be held at 2 p.m. on Feb. 22, 2024, at the LPA's building, 4000 S. Sherwood Forest Blvd. Suite 502, Baton Rouge. The meeting also can be attended via webinar.

**Purpose of Meeting.** The purpose of the Meeting is to vote to amend the bylaws of the corporation.

**The Board of Directors urges you to complete, sign and return the Proxy Card included with this Proxy Statement, whether or not you intend to be present at the Meeting. It is important you return the signed Proxy Card by Feb. 15, 2024, to help assure a quorum for the meeting.**

**General Voting Information.** The person designated on the Proxy Card will be authorized to vote at his/her discretion on any matters that may come before the meeting. If you sign and return the proxy form, you may still attend the meeting to vote your share in person. You may also revoke your proxy at any time before the meeting: (i) by notifying the Association in writing at 4000 S. Sherwood Forrest Blvd. Suite 502, Baton Rouge, Louisiana 70816; (ii) by submitting a later signed Proxy Card; or (iii) by voting your shares in person at the Meeting.

This proxy solicitation is being made largely by email, but may also be made by officers or employees of the Association, through mail, telephone, facsimile, oral, or other communications. Shareholders may provide proxy instructions by returning their proxy forms by mail or email to [jerry@lapress.com](mailto:jerry@lapress.com)

#### **Proposal 1: To Amend the Corporation Bylaws**

With creation of the 501 (c)6 entity per the shareholders previous approval, the corporation bylaws are being fully amended. The amended emails are on the following pages.

**Required Vote:** A two-thirds (2/3) vote of the voting shares present is required to amend the Bylaws.

#### **Proposal 2: Donation of shares to 501(c)6**

The shareholders previously approved the formation of a 501(c)6 for membership services. The majority of stockholders of the corporation have donated their shares to the 501 (c)6. The Remaining Shareholders of the Company shall contribute all of their outstanding shares of the Company to the newly formed Tax-Exempt Trade Association, contingent on all members of the Company consenting to such contribution either voting in person, by proxy, or separate act of donation.

**Required Vote:** This must be unanimous consent.

**LOUISIANA PRESS  
ASSOCIATION, INC.**  
**4000 S. SHERWOOD FOREST BLVD**  
**Suite 502**  
**Baton Rouge LA 70816**

Name: \_\_\_\_\_

Newspaper: \_\_\_\_\_

Address: \_\_\_\_\_

City, LA ZIP: \_\_\_\_\_

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.** The undersigned hereby appoints the designee(s) listed below, or any of them, with the right of substitution, proxies of the undersigned at the Annual Meeting of Shareholders of the Louisiana Press Association, Inc. to be held at the LPA's office at 4000 S. Sherwood Forest Blvd. Suite 502 at 2 p.m. February 22, 2024, or at any postponement or adjournments thereof, with all the powers which the undersigned would possess, if personally present, and instructs them to vote upon any matters which may properly be acted upon at this meeting and specifically as indicated on the lower portion of this form. Please refer to the proxy statement for a discussion of each of these matters.

**BY SIGNING AND DATING THIS CARD, YOU AUTHORIZE THE PROXIES TO VOTE EACH PROPOSAL AS MARKED, OR IF NOT MARKED, TO VOTE "FOR" EACH PROPOSAL, AND TO USE THEIR DISCRETION TO VOTE ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING. PLEASE COMPLETE AND RETURN THIS CARD AT ONCE.**

Shares of Common Stock Owned:

One (1)

**TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:** ☒

**THIS CARD IS VALID ONLY WHEN SIGNED AND DATED**

**To Amend the Corporation Bylaws**

| <i>For All</i>           | <i>Withhold All</i>      | <i>For all Except</i>    | <i>To withhold authority to vote, mark "For All Except" and write the nominee's number on the line below.</i> |
|--------------------------|--------------------------|--------------------------|---------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | _____                                                                                                         |

**Donation of shares to 501(c)6**

1. To contribute all of the outstanding shares of The Corporation to the newly formed Tax-Exempt Trade Association.

| <i>For All</i>           | <i>Withhold All</i>      | <i>For all Except</i>    | <i>To withhold authority to vote, mark "For All Except" and write the number on the line below.</i> |
|--------------------------|--------------------------|--------------------------|-----------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | _____                                                                                               |

*The undersigned hereby appoints \_\_\_\_\_ with the right of substitution, proxy of the undersigned at the Annual Meeting of Shareholders to be held on Thursday, February 22, 2025*

**This proxy must be received by the Association no later than February 15, 2023.**

Shareholder Name:

By:

Signature [PLEASE SIGN WITHIN BOX]

Date