

GOLF TRUST OF AMERICA INC  
Form 8-K  
March 13, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Date of report (Date of earliest event reported):

**March 8, 2006**

**Golf Trust of America, Inc.**

(Exact Name of Registrant As Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**000-22091**  
(Commission  
File Number)

**33-0724736**  
(I.R.S. Employer  
Identification Number)

**10 North Adger s Wharf, Charleston, SC 29401**

(Address of principal executive offices) (Zip Code)

**(843) 723-4653**

(Registrant s telephone number, including area code)

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 8, 2006, the Board of Directors of Golf Trust of America, Inc. (the Company) voted to amend Article III, Section 2 of the Company's Fifth Amended and Restated Bylaws adopted August 20, 2001 as amended by the First Amendment thereto dated March 15, 2002, the Second Amendment thereto dated March 19, 2003, the Third Amendment thereto dated February 9, 2004, and the Fourth Amendment thereto dated January 5, 2005 (as amended, the Bylaws) to change the date for the Company's 2006 annual meeting of stockholders from May 25, 2006 to November 17, 2006. The amendment, which was effective immediately, did not affect the dates for the annual meetings to be held in years subsequent to 2006. The Fifth Amended and Restated Bylaws of the Company are attached to this Form 8-K as Exhibit 3.2.

**Item 8.01. Other Events.**

In connection with the change in the date of the Company's 2006 annual meeting of stockholders to November 17, 2006 and pursuant to the Bylaws and Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, any stockholder of the Company wishing to submit proposals to be considered for inclusion in the proxy statement that the Company will mail to the Company's stockholders in connection with the Company's 2006 annual meeting of stockholders must be received in accordance with the Bylaws by June 23, 2006, which is 120 days prior to the anniversary of the mailing of our proxy statement for last year's annual meeting, which was also held in November. Stockholders wishing to present a proposal at the 2006 annual meeting of stockholders, but not wishing to submit such proposal for inclusion in the proxy statement, must provide us written notice pursuant to the Bylaws between July 24, 2006 and August 23, 2006, inclusive (which are 120 days and 90 days, respectively, prior to the anniversary of last year's annual meeting).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.2	Fifth Amended and Restated Bylaws of Golf Trust of America, Inc., as adopted by the Board of Directors on March 8, 2006 and as currently in effect.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GOLF TRUST OF AMERICA, INC.**  
(Registrant)

March 13, 2006

By:                   /s/ W. Bradley Blair, II  
                          W. Bradley Blair, II  
                          President and Chief Executive Officer

**EXHIBIT INDEX**

Pursuant to Item 601(a)(2) of Regulation S-K, this exhibit index immediately precedes the exhibit.

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3.2	Fifth Amended and Restated Bylaws of Golf Trust of America, Inc., as adopted by the Board of Directors on March 8, 2006 and as currently in effect.