

State of Florida

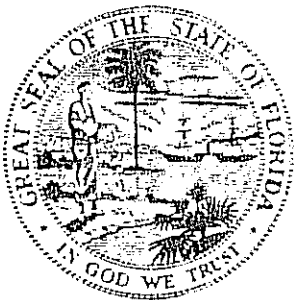


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of INDIAN RIVER COUNTY BAR ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 10, 1984, as shown by the records of this office.

The charter number of this corporation is N06552.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of December, 1984.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone
Secretary of State

N0655Z

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INDIAN RIVER COUNTY BAR ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE ONE

The name of the Corporation is INDIAN RIVER COUNTY BAR ASSOCIATION, INC.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit.

The purposes for which this Corporation is formed are:

1. To cultivate the science of jurisprudence, promote reforms in the law, facilitate the administration of justice, elevate the standard of integrity, honor and courtesy in the legal profession, to lend assistance and encouragement to those who wish to enter the legal profession, to provide information on the law to the public in general and to convey to the public an adequate and correct knowledge of the role of the lawyer in the community, state and nation.

2. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, borrow money, make loans, give grants for scholarships, give evidences of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this Corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

not for profit organized under the laws of the State of Florida.

3. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

4. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.

5. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

The foregoing instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

6. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

7. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

8. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the

Corporation affecting one or more of its purposes), and no Director or Officer or Member 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. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

9. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

10. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

11. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

12. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

13. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

14. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit 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 such purposes.

ARTICLE FOUR
BOARD OF DIRECTORS

There shall be seven (7) members of the initial Board of Directors of the Corporation. Each member of the Board of Directors shall be a Member of the Corporation. Members of the Board of Directors shall be elected as provided in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first meeting of the members to elect new Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Garris	2205 14th Avenue Vero Beach, FL 32960
Calvin B. Brown	744 Beachland Boulevard Vero Beach, FL 32963
Chester E. Clem, Jr.	2143 15th Avenue Vero Beach, FL 32960
Samuel A. Block	2127 10th Avenue Vero Beach, FL 32960
Lawrence A. Barkett	979 Beachland Blvd. Vero Beach, FL 32963
David F. Albrecht	2065 15th Avenue Vero Beach, FL 32960
Sherman N. Smith, III	886 Dahlia Lane Vero Beach, FL 32963

The number of Directors and their terms shall be set forth in the By-Laws, but in no event shall there be less than 3 Directors.

ARTICLE FIVE
OFFICERS

The affairs of the Corporation are to be managed by a President, a President-elect, such number of Vice Presidents as the Board of Directors may determine, and a Secretary-Treasurer and such other officers as may be provided in the By-Laws. These Officers shall be elected as provided in the By-Laws. The names of the persons who are to serve as Officers of the

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Corporation until the first election thereof are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>OFFICE</u>
Samuel A. Block	President
Lawrence A. Barkett	President-Elect
David F. Albrecht	Secretary-Treasurer

ARTICLE SIX

MEMBERS

The Corporation shall have Members. The Members of this Corporation shall constitute all persons hereinafter named as Incorporators, and such other persons as from time to time hereafter may become Members. The qualification of Members and the manner of their admission shall be determined by the Board of Directors.

The By-Laws may delegate to the Board of Directors the power to impose duties or dues upon the Members and the power of expelling Members.

ARTICLE SEVEN

BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by the Members of the Corporation in accordance with the provisions set forth in the By-Laws.

ARTICLE EIGHT

These Articles of Incorporation may be amended by the act of the Directors and Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE NINE

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Garris	2205 14th Avenue Vero Beach, FL 32960
Calvin B. Brown	744 Beachland Boulevard Vero Beach, FL 32963
Chester E. Clem, Jr.	2143 15th Avenue Vero Beach, FL 32960
Samuel A. Block	2127 10th Avenue Vero Beach, FL 32960
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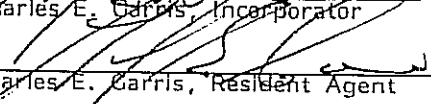
ARTICLE TEN
ANNUAL MEETING

The annual meeting of the Members of this Corporation shall be held on the date stated in the By-Laws. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meetings.

ARTICLE ELEVEN
REGISTERED AGENT

The Registered Agent for the service of process with the State shall be Charles E. Garris, whose address is 2205 14th Avenue, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, we have subscribed our names this 4th day of December, 1984.


 Charles E. Garris, Incorporator

 Charles E. Garris, Resident Agent

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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 3rd day of December, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Charles E. Garris, known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Ganille W. Alvin
Notary Public, State of Florida at Large. My commission expires: July 13, 1988
Calvin B. Brown
Calvin B. Brown, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 3rd day of December, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Calvin B. Brown, known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Virginia D. Holmes
Notary Public, State of Florida at Large. My commission expires: DECEMBER 7, 1986
Chester E. Clem, Jr.
Chester E. Clem, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 3 day of December, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Chester E. Clem, Jr., known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public, State of Florida
My Commission Expires July 22, 1988
Bonded By American Life & Casualty Company

Diann B. Davis
Notary Public, State of Florida at Large. My commission expires:
Samuel A. Block
Samuel A. Block, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 4th day of December, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Samuel A. Block, known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Ganille W. Alvin
Notary Public, State of Florida at Large. My commission expires: July 13, 1988

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Lawrence A. Barkett, Incorporator
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 3rd day of December, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Lawrence A. Barkett, known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Constance W. Albrecht
Notary Public, State of Florida at Large. My commission expires: July 13, 1985
David F. Albrecht
David F. Albrecht, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 28 day of November, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared David F. Albrecht, known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public, State of Florida
My Commission expires Jan. 4, 1985
Banded into my file: [unclear]

William H. Smith
Notary Public, State of Florida at Large. My commission expires:

Sherman N. Smith, III
Sherman N. Smith, III, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On this 26th day of November, 1984, before me, a Notary Public in the aforesaid State and County, personally appeared Sherman N. Smith, III., known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Thelma M. Bell
Notary Public, State of Florida at Large. My commission expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES DEC. 29, 1984