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FLORIDA NON-PROFIT CORPORATION

academy of florida management attorneys, inc.

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ARTICLES OF INCORPORATION
ACADEMY OF FLORIDA MANAGEMENT ATTORNEYS, INC.
(A Nonprofit Corporation)

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1 Name. The name of the Corporation is Academy of Florida Management Attorneys, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is Suite 2300, One Financial Plaza, Fort Lauderdale, Florida 33394.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The Corporation is organized for the purpose of furthering the professional development of its members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.2 Number. This Corporation shall have three directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of First Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of their successors are as follows:

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| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Peter W. Zinober | P. O. Box 1378 Tampa, FL 33601-1378 |
| Charles S. Caulkins | One Financial Plaza Suite 2300 Ft. Lauderdale, FL 33394-0005 |
| Guy O. Farmer II | 200 Laura Street Jacksonville, FL 32202 |

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

**ARTICLE IV
MEMBERSHIP**

The Board of Directors may extend invitations to become members of the Corporation to any person or entity interested in the goals and purposes of the Corporation in accordance with the Bylaws of the Corporation. The members shall have the rights and duties set forth in the Bylaws.

**ARTICLE V
LIMITATIONS**

Section 5.1 Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any members, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. The Corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE VI
DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed as determined by the Bylaws; provided that no distribution shall be made to any officer, director, member or their affiliates in excess of such person's contributions to the Corporation and further provided that no distributions shall be made that would violate any laws of the State of Florida applicable to not-for-profit corporations or any provisions of, or regulations under, the Internal Revenue Code of 1986, as amended.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the initial registered office of this Corporation is Charles S. Caulkins, and the name of the initial registered agent of this Corporation at that address is Suite 2300, One Financial Plaza, Ft. Lauderdale, Florida 33394-0005.


ARTICLE VIII
INCORPORATORS

Section 8.1 Name and Address: The name and street address of the incorporators of the Corporation are as follows:

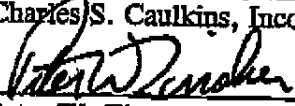
| <u>Name</u> | <u>Street Address</u> |
|---------------------|--|
| Peter W. Zinober | P. O. Box 1378 Tampa, FL 33601-1378 |
| Charles S. Caulkins | One Financial Plaza Suite 2300 Ft. Lauderdale, FL 33394-0005 |
| Guy O. Farmer II | 200 Laura Street Jacksonville, FL 32202 |

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IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 15 day of March, 2001.



Charles S. Caulkins, Incorporator



Peter W. Zinober, Incorporator



Guy O. Farmer II, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Registered Agent



By: Charles Caulkins

Date: March 15, 2001

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