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### **ARTICLES OF INCORPORATION**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

#### **ARTICLE I - NAME**

The name of the corporation shall be FLORIDA JUSTICE REFORM INSTITUTE, INC.

#### **ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are: to ensure and maintain a fair and predictable civil justice system that will encourage the creation of jobs and economic growth in the State of Florida; to promote programs designed to increase public awareness and understanding of the civil justice system; to encourage the public to give support, financial and otherwise, to such educational activities; to received donations or to make donations to other organizations qualified under IRC §501(c)(4) in furtherance of these purposes, and, in general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which the corporation is organized shall be limited to those which it determines are in the best interests of the state of Florida and its citizens. In no event shall the corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of

which are exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code").

The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in activities subversive to the United States of America.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(4) of the Code; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

**ARTICLE IV – MEMBERS**

The corporation shall have no members. Its affairs shall be governed by its Board of Directors.

**ARTICLE V - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VI - OFFICERS AND DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than thirty (30) persons. The number of directors shall be fixed in the Bylaws of the corporation. Annual elections will be held on the 31st day of December of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the existing Directors of the corporation in attendance at the annual meeting of the Board of Directors of the corporation.

The officers of the corporation shall consist of a President, Secretary/Treasurer, and Assistant Secretary/Treasurer and such other officers and assistant officers and agents as provided in the Bylaws of the corporation. Each officer shall serve for such term as determined by the Board of Directors. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

**ARTICLE VII - NAMES OF OFFICERS**

The names of the officers who are to serve until the first election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
William Large	President
Joseph P. Formusa	Secretary/Treasurer
Rebecca Liddell Lannon	Assistant Secretary/Treasurer

**ARTICLE VIII - FIRST BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors at the time of this amendment and restatement shall be fifteen (15) and the names and addresses of the persons who are to serve as directors until the first election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Tom James (Chairman of the Board)	Raymond James Financial, Inc. 880 Carillon Parkway, Inc., Tower III St. Petersburg, FL 33733
Barney Barnett	P.O. Box 407 Lakeland, Florida 33802-0407
Vern Buchanan	Buchanan Automotive 707 South Washington Blvd. Sarasota, FL 34236
Jeff Crowe	Sunrise Systems of Brevard 280 N. Burnett Road Cocoa Beach, FL 32926
K. Earl Durden	Rail Management 2605 Thomas Drive Panama City, FL 32408

Elizabeth Fago	Home Quality Management, Inc. 2979 PGA Boulevard Palm Beach Gardens, FL 33410
Joseph P. Formusa	State Farm Insurance 4890 W. Kennedy Blvd., Suite 600 Tampa, FL 33609
Charlie Hilton	Hilton Enterprises, Inc. P. O. Box 59462 Panama City, FL 32412
Mike Jackson	AutoNation, Inc. 110 Southeast 6 <sup>th</sup> Street-29 <sup>th</sup> Floor Ft. Lauderdale, FL 33301
Lisa Rickard	1615 H Street, NW Washington, D.C. 20062-2000
Jerry Starkey	WCI Communities, Inc. 24301 Walden Center Drive Bonita Springs, FL 34134
Susan Story	Gulf Power One Energy Place Pensacola, FL 32520
Chris Sullivan	Outback Steakhouse, Inc. 2202 N. Westshore Blvd., 5 <sup>th</sup> Floor Tampa, FL 33607
Robert White	Florida Professionals Ins. Co. 1000 Riverside Ave., Suite 800 Jacksonville, FL 32204
Joseph Petito	1301 K Street Suite 800 West Washington, D.C. 20005

#### ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended by the Board of Directors in the manner provided by law.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) or 501(c)(4) of the Code. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

#### ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation shall be:

GrayRobinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801



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The name of the initial registered agent of the corporation shall be:

J. Darin Stewart

ARTICLE XIII - CORPORATION'S MAILING ADDRESS

The mailing address of the corporation shall be:

210 South Monroe Street  
Tallahassee, FL 32301-1824

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Roy C. Young  
225 South Adams Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned, William Large, President of the Corporation, has hereunto set his hand this 2nd day of March, 2006.


  
\_\_\_\_\_  
William Large, President

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of FLORIDA JUSTICE REFORM INSTITUTE, INC., I hereby accept and agree to act in this capacity.

Dated: March 2, 2006.

  
\_\_\_\_\_  
J. Darin Stewart