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DIVISION OF CORPORATIONS  
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*Amend*  
C.COULLIETTE

OCT 20 2010

EXAMINER

# THE ASSET PROTECTION FIRM

A PRIVATE LAW FIRM

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Tax Counsel • IRS Representation • Tax-Exempt Organizations

Managing Member  
Locksley A. Rhoden, Esq.  
J.D., LL.M. in Taxation

www.TheAPFirm.com  
tel: 305.965.0635  
fax: 305.675.3998

October 15, 2010

Attn: Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Amending Articles of Amendment to Articles of Incorporation  
of South Broward Bar Association, Inc. (the "Company" with  
Document No. N08000000648; FIEN No. 800153975)**

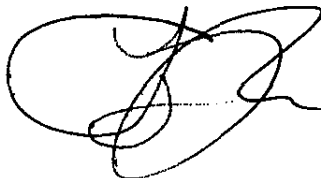
To Whom It May Concern:

On behalf of the Company, I am delivering a Firm check in the amount of Fifty-Two Dollars and Fifty Cents (\$52.50) for costs to file with the Florida Department of State and deliver to my attention a certified copy and certificate of status for the enclosed Second Articles of Amendment to the Articles of Incorporation of the Company. The Second Articles of Amendment is being filed to amend and restate the Company's Amendment to the Articles of Incorporation previously accepted by the Florida Department of State as of December 21, 2009.

Thank you expediting filing of the enclosed Second Articles of Amendment to the Articles of Incorporation.

If you need additional information to process this request, please contact me at (305) 965-0635 or [lrhoden@theapfirm.com](mailto:lrhoden@theapfirm.com).

Very truly yours,



Locksley A. Rhoden, Esq.  
For the Firm

Enclosures

cc: John C. Primeau, Vice-President  
of South Broward Bar Association, Inc.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: South Broward Bar Association, Inc.

DOCUMENT NUMBER: NO8000000648

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Locksley A. Rhoden, Esq.  
(Name of Contact Person)

Locksley A. Rhoden, P.L.  
(Firm/ Company)

1835 E. Hallandale Beach Blvd. #661  
(Address)

Hallandale Beach, FL 33009  
(City/ State and Zip Code)

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Locksley A. Rhoden, Esq. at 305-965-0635  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**SECOND ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SOUTH BROWARD BAR ASSOCIATION, INC.**

Pursuant to the provisions of sections 617.1002(1)(a), 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned officer of **SOUTH BROWARD BAR ASSOCIATION, INC.**, a not-for-profit corporation in the state of Florida, hereby submits these Second Articles of Amendment to the Articles of Incorporation to amend and restate the Articles of Amendment to the Articles of Incorporation of **SOUTH BROWARD BAR ASSOCIATION, INC.** as follows:

**ARTICLE I  
NAME**

The name of the corporation is **SOUTH BROWARD BAR ASSOCIATION, INC.** (the "Association").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street and mailing address of the Association is 1720 Harrison Street, Suite 8B, Hollywood, Florida 33020 in the county of Broward.

**ARTICLE III  
PURPOSE**

The Association is a not-for-profit corporation organized and operated under Chapter 617 of the Florida Not For Profit Corporation Act, as now enacted or hereafter amended, to exclusively promote a common business purpose among its members as a Section 501(c)(6) organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code, and is not engaged in a regular business of a kind that is ordinarily carried on for profit.

**ARTICLE IV  
LIMITATIONS**

At all times, the following shall be considered conditions that restrict the operations and activities of the Association:

- A. No part of the net earnings of the Association shall inure to any member of the Association not qualifying as exempt under any section of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Association, nor to any other private persons except those persons receiving such reasonable compensation that the Association shall pay for as services rendered on behalf of the Association or allowed by

the Association as a reasonable allowance for authorized expenditures incurred on behalf of the Association;

- B. No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Association shall not participate in nor intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- C. Notwithstanding any other provision of these articles, the Association 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) or other section of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- D. The Association shall not lend any of its assets to any officer or director of the Association nor allow an officer or director of the Association to guarantee payment of a loan to any person.

#### ARTICLE V REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Association is **JOHN C. PRIMEAU**. The address of the registered office of the Association is 1720 Harrison Street, Suite 1805, Hollywood, Florida 33020 in the county of Broward.

#### ARTICLE VI PERPETUAL EXISTENCE

The Association shall have a perpetual existence and commenced its existence at the time of the filing of the Articles of Incorporation of the Association with the Department of State of the state of Florida on January 23, 2008.

#### ARTICLE VII DIRECTORS

- A. The Association shall have no voting shareholders nor issued class of shares; instead the Association shall have Voting Members, as defined in the Amended and Restated Bylaws of the Association, that are permitted to serve as and elect members of the Association's board of directors.
- B. The property, business, and affairs of the Association shall be managed at all times under the direction of the Association's board of directors (each member of the board of directors, a "director") whose operations in governing the Association shall be

defined by Section 617.0801 of the Florida Not For Profit Corporation Act and by the Amended and Restated Bylaws of the Association.

- C. All of the duties and powers of the Association granted in these Second Articles of Amendment to the Articles of Incorporation and the Amended and Restated Bylaws of the Association shall be exercised exclusively by each director.
- D. Each director shall serve until the next annual meeting of the directors of the Association pursuant to the Amended and Restated Bylaws of the Association.
- E. No director shall have any right, title, or interest in or to any property of the Association.

#### ARTICLE VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer, or director of the Association shall be personally liable for the debts or obligations of this Association of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of the Association.

#### ARTICLE IX AMENDMENTS

The Association reserves the right to amend, alter, or repeal any provisions contained in these Second Articles of Amendment to the Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Second Articles of Amendment to the Articles of Incorporation, in the Amended and Restated Bylaws of the Association, and by the laws of the state of Florida.

#### ARTICLE X DISSOLUTION

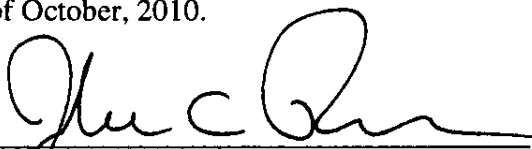
Upon the time of dissolution of the Association, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Association, for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of the federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Broward County, 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 XI  
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. Each director of the Association is expressly authorized to adopt, amend, or repeal the Amended and Restated Bylaws of the Association as provided in Article IV of the Amended and Restated Bylaws of the Association.
- B. Elections of a director of the Association need not be by written ballot unless the Amended and Restated Bylaws of the Association shall so provide.
- C. The books of the Association may be kept at such place within the state of Florida as the Amended and Restated Bylaws of the Association may provide or as may be designated from time to time by the directors of the Association.
- D. Meetings of the directors may be held within or outside the state of Florida, as the Amended and Restated Bylaws of the Association may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions on each Voting Member and director of the Association shall be provided in the Amended and Restated Bylaws of the Association.

**THE UNDERSIGNED** officer of the Association, for the purpose of filing this Second Amendment to the Articles of Incorporation, hereby declares and certifies that the amendments were adopted by the members and the number of votes cast for the amendment were sufficient for approval; and, further, the acts, deeds and facts herein stated are true, and accordingly have hereunto been set and sealed on this 12 day of October, 2010.

  
\_\_\_\_\_  
John C. Primeau, Vice-President

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 617.0501 and 617.0502 of the Florida Not For Profit Corporation Act, the undersigned Association, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the State of Florida.

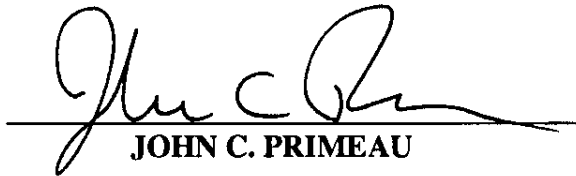
1. The name of the Association is:

**SOUTH BROWARD BAR ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

**JOHN C. PRIMEAU**  
1720 Harrison Street, Suite 1805  
Hollywood, Florida 33020

Having been named as registered agent and to accept service of process for the above-stated not-for-profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617 of the Florida Not For Profit Corporation Act.

  
**JOHN C. PRIMEAU**

Signed on this 12 day of October, 2010.