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WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA

2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411

FACSIMILE (305) 446-9206

January 5, 1998

98 JAN -8 PM 1:55
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002393983--5
-01/08/98--01069--001
***122.50 ***122.50

Re: Miami-Dade County Bar Association, Inc.,
a Not For Profit Corporation
Articles of Incorporation
Our File No. 6300

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>
TOTAL	\$122.50

Thank you for your attention to this matter.

Very truly yours,

Charles P. Sacher
Charles P. Sacher

CPS:rbm
Enclosures
cc: Ms. Johnnie M. Ridgely

189 12 98

ARTICLES OF INCORPORATION
OF
MIAMI-DADE COUNTY BAR ASSOCIATION, INC

FILED

98 JAN -8 PM 1:55
STATE
TALLAHASSEE, FLORIDA

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

MIAMI-DADE COUNTY BAR ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

123 N.W. First Avenue
Miami, Florida 33128

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) This Association is formed to advance the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to uphold the highest standard of integrity, learning, honor and courtesy in the legal profession, including lawyers and judges alike, to cultivate a spirit of cordiality and brotherhood among the members of the Bar and between them and the Bench, and to purchase, own and maintain a general law library or the advantages thereof for the use and benefit of the members of the Association.

(2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues.

ARTICLE IV

CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.

ARTICLE V
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are to be conducted is the State of Florida of the United States of America.

ARTICLE VI
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII
MEMBERSHIP

The members of the Corporation shall consist of all persons licensed to practice law in the State of Florida and who apply for membership in the Corporation. The members of the Corporation shall consist of all persons licensed to practice law in the State of Florida who maintain offices in Miami-Dade County, Florida and who apply for membership in the Corporation. Members of the Corporation shall also consist of all other persons licensed to practice law in Florida who may be eligible for membership in accordance with the By-Laws of the Corporation in existence from time to time.

ARTICLE VIII
SUBSCRIBERS

The name and residence address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David B. Rothman	200 South Biscayne Boulevard, #3420 Miami, Florida
Benedict P. Kuehne	100 S.E. Second Street, #2100 Miami, Florida
Dennis G. Kainen	1401 Brickell Avenue, #910 Miami, Florida

ARTICLE IX
OFFICERS

(1) The affairs of the Corporation will be managed by a President, President-Elect, Vice-President, Secretary and Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be elected in accordance with the By-Laws.

(3) The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
David B. Rothman	President	200 S. Biscayne Blvd., #3420 Miami, Florida
Benedict P. Kuehne	Pres.-Elect	100 S.E. Second St., #2100 Miami, Florida
Dennis G. Kainen	Vice-Pres.	1401 Brickell Ave., #910 Miami, Florida
Ervin A. Gonzalez	Secretary	100 S. Biscayne Blvd., #900 Miami, Florida
William Aaron	Treasurer	2937 S.W. 27 Ave., #202 Miami, Florida

ARTICLE X
DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than 25 nor more than 36 directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David B. Rothman	200 S. Biscayne Blvd., #3420 Miami, Florida
Benedict P. Kuehne	100 S.E. Second St., #2100 Miami, Florida
Dennis G. Kainen	1401 Brickell Ave., #910 Miami, Florida

Ervin A. Gonzalez 100 S. Biscayne Blvd., #900
Miami, Florida

William Aaron 2937 S.W. 27 Ave., #202
Miami, Florida

Jerome S. Hollo 100 S. Biscayne Blvd., #1100
Miami, Florida

Daniel Kaplan 2002 N. Miami Beach Blvd.
Miami, Florida

Gaston I. Cantens 1350 N.W. 12 Ave.
Miami, Florida

C. David Durkee 66 W. Flagler St., 9th Floor
Miami, Florida

Jerry D. Hamilton 200 S. Biscayne Blvd., #3460
Miami, Florida

John Michael Pennekamp 100 S.E. Second St., 17th Fl.
Miami, Florida

Leslie Hecker 1320 S. Dixie Highway, #1100
Miami, Florida

David P. Milian 200 S. Biscayne Blvd., #2800
Miami, Florida

Kimberly D. Kolback 201 S. Biscayne Blvd., #1970
Miami, Florida

H. Clay Roberts 2900 S.W. 28 Terrace, 7th Fl.
Miami, Florida

Elizabeth Ann Morgan 44 West Flagler St., #1700
Miami, Florida

Tom Pennekamp, Jr. 2665 S. Bayshore Dr., PH One
Miami, Florida

Armando Cortina 113 Almeria Ave.
Coral Gables, Florida

Steven E. Eisenberg 200 S. Biscayne Blvd., #3500
Miami, Florida

Stewart D. Williams 66 W. Flagler St., 9th Fl.
Miami, Florida

Elio Martinez, Jr.	200 S. Biscayne Blvd., #2420 Miami, Florida
John R. Buchholz	4800 LeJeune Rd. Miami, Florida
Robert J. Fiore	150 E. Flagler St., #2101 Miami, Florida
Michael R. Band	1350 N.W. 12 Ave. Miami, Florida
Linda Ann Wells	100 S.E. Second St., #4100 Miami, Florida
Edward I. Golden	100 S. Biscayne Blvd., #1101 Miami, Florida
Michael H. Lax	25 S.E. Second Ave., #600 Miami, Florida
C. Michael Cornely	10680 N.W. 25 St., #200 Miami, Florida
John H. "Jack" Hickey	1401 Brickell Ave., #500 Miami, Florida
Richard Beiley	One Biscayne Tower, #2600 Miami, Florida
Sheryl Lowenthal	2600 Douglas Rd., #911 Miami, Florida
Robert S. Singer	801 Brickell Ave., #1501 Miami, Florida
Joseph I. Davis, Jr.	9130 S. Dadeland Blvd., #1225 Miami, Florida
James Gilmour	150 W. Flagler St., #2800 Miami, Florida
Jeffrey Michael Cohen	2601 Bayshore Dr., 14th Floor Miami, Florida

ARTICLE XI
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended as provided in the By-Laws.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

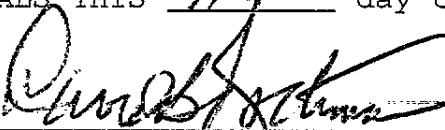
ARTICLE XII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Miami-Dade County Bar Association, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE XIII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all 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, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

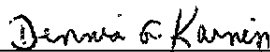
WITNESS OUR HANDS AND SEALS THIS 11th day of December, 1997.



DAVID B. ROTHMAN (SEAL)



BENEDICT P. KUEHNE (SEAL)

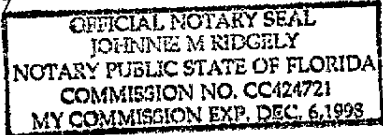


DENNIS G. KAINEN (SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared DAVID B. ROTHMAN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 11th day of ~~November~~, ^{December,} 1997.



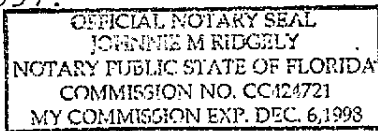
Johnnie M. Ridgely
Notary Public, State of Florida
at Large

My commission expires:

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared BENEDICT P. KUEHNE, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 11th day of ~~November~~, ^{December,} 1997.



Johnnie M. Ridgely
Notary Public, State of Florida
at Large

My commission expires:

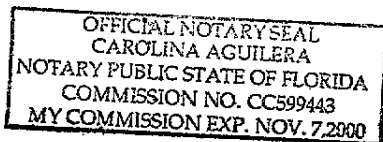
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared DENNIS G. KAINEN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 18th day of ~~November~~, ^{December} 1997.

Carolina Aguilera
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for Miami-Dade County Bar Association, Inc., at place designated in ARTICLE XIII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Leaker (SEAL)
Resident Agent

98 JAN -8 PM 1:55
TALLAHASSEE FLORIDA