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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTRAL FLORIDA FAMILY LAW INN, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

CENTRAL FLORIDA FAMILY LAW INN, INC.

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Central Florida Family Law Inn, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 221 N.E. Ivanhoe Blvd., Suite 200, Orlando, FL 32804, and the mailing address of the Corporation is 221 N.E. Ivanhoe Blvd., Suite 200, Orlando, FL 32804.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the corporation shall include, but shall not be limited to, providing education and continuing education credits for family law practitioners (attorneys, judges,

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magistrates, professors and students) by bringing family law practitioners together to discuss family law, professionalism, trial techniques and procedures and new family law ideas.

B. The corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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 to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article

II.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code

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Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - MEMBERS

The members of the Corporation shall be those persons approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin. A membership interest in the Corporation is not transferable.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a vote of two-thirds of the full Board of Directors of the Corporation. The members may not amend or repeal the Articles of Incorporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

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ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 2nd day of March, 2016.

CENTRAL FLORIDA FAMILY LAW INN, INC.

By:



Lori Caldwell-Carr, President

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CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The Amended and Restated Articles of Incorporation of Central Florida Family Law, Inc. contain amendments to the Articles of Incorporation that require member approval.
2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on November 9, 2015, and the number of votes cast for the amendment was sufficient for approval.


Lori Caldwell-Carr, President

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