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ATTORNEY AT LAW

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N000000006551

September 18, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/21/00--01040--026
*****78.75 *****78.75

Re: ARTICLES OF INCORPORATION for
FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY
LAW SCHOOL, a Florida Not for Profit Corporation

Dear Sir:

Enclosed please find the original and two copies of the articles of incorporation for the above corporation. Our check in the amount of \$78.75 is enclosed for the filing fee.

Your cooperation and assistance in this matter is greatly appreciated.

Yours very truly,

David K. Oaks
David K. Oaks

DKO:js
Encl.

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00 OCT -3 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 3 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 26, 2000

DAVID K. OAKS, P.A.
407 EAST MARION AVE STE 101
PUNTA GORDA, FL 33950

SUBJECT: FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY
LAW SCHOOL
Ref. Number: W00000023310

We have received your document for FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 100A00050417

ARTICLES OF INCORPORATION OF
**FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL,
INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I.

Name

The name of the corporation shall be **FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL, INC.**

The initial principal address of the corporation at the time of incorporation is 2180 Main Street, City of Sarasota, County of Sarasota, Florida 34237.

Article II.

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

Article III.

Duration

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at 12:01 a.m. on the date these Articles of Incorporation are filed by the Department of State.

Article IV.

Purposes

The purposes for which this corporation is organized are:

(a). To unite the graduates of the **THE THOMAS M. COOLEY LAW SCHOOL** who are licensed to practice law in the State of Florida in order to promote the highest excellence in the legal profession and to cultivate closer professional relationship and good fellowship among the graduates of the school.

(b). To advance the interests of **THE THOMAS M. COOLEY LAW SCHOOL** in the expectation and hope of making it one of the foremost among institutions of its type in the United States.

(c). To cooperate with The Florida Bar and the Bar Associations of each Florida

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TALLAHASSEE, FLORIDA

county in the promotion of the professional and educational enhancement of the practice of law.

(d). To extend assistance to recent graduates or those moving to the State of Florida.

(e). To have and to exercise all authority, rights, and powers conferred on not for profit corporations under the laws of Florida generally, and specifically as provided in Section 617.0302 of the Florida Statutes; provided, however, that this corporation is not authorized or empowered to engage in any activity that, in itself, is not in furtherance of its purposes as set forth in paragraphs (a) through (d) of this Article IV or in any governing documents of the corporation.

Article V.

Powers

The powers of the corporation shall be as enumerated in the Florida Not for Profit Corporation Act (Section 617.0302, Florida Statutes) and shall include, but not be limited to, the following:

(a). To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including securities of other corporations.

(b). To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to a trust or trusts.

(c). To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

(d). To borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

(e). To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the association.

Article VI.

Qualification and Admission of Members

The powers, duties, and privileges of the members of the corporation, and the manner of their admission, shall be as specified in the bylaws of the corporation. All provisions in

these Articles of Incorporation, or in the bylaws of the corporation, for the bylaw and conduct of the affairs of the corporation and the qualifications for membership in the corporation are expressly intended to be in furtherance, and not in limitation or exclusion, of the powers conferred by statute.

Article VII.

Interested Directors or Officers

No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of the corporation, is or are interested in, or is a member, director, or officer, or are members, directors, or officers, of any other firm or corporation. Any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, association, or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, the contract, act, or transaction, or in any way connected with the person or persons, firm, association, or corporation. Each person who may become a director or officer of this corporation is relieved from any liability that might otherwise exist from contracting with this corporation for his or her benefit or for the benefit of any firm, association, or corporation in which he or she may be in any way interested.

Article VIII.

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 2180 Main Street, Sarasota, FL 34236, County of Sarasota, Florida, and the name of the corporation's initial registered agent at that address is **MICHELLE A. REDDIN**.

Article IX.

First Executive Board

The Executive Board will consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President and all appointed Committee chairs. The following four (4) persons shall serve the corporation and shall constitute the Executive Board until the meeting referenced in Article XI of the Florida Alumni Association Charter or until the

appointment of Committee chairs:

MICHELLE A. REDDIN

2180 Main Street
Sarasota, FL 34236

President

DAVID K. OAKS

407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

Vice President

PETER JOEL FROMMER

701 Brickell Avenue
Suite 1900
Miami, FL 33131

Secretary

SCOTT D. DEVORE

1555 Palm Beach Lakes Boulevard
Suite 1501
West Palm Beach, FL 33401

Treasurer

Method of election is as stated in the Bylaws.

Article X.

Incorporators

The name and address of each incorporator are as follows:

MICHELLE A. REDDIN

2180 Main Street
Sarasota, FL 34237

DAVID K. OAKS

407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

PETER JOEL FROMMER

701 Brickell Avenue
Suite 1900
Miami, FL 33131

SCOTT D. DEVORE

1555 Palm Beach Lakes Boulevard
Suite 1501
West Palm Beach, FL 33401

Article XI

Bylaws

Bylaws will be adopted at the first meeting of the Executive Board. The bylaws may be amended, repealed, in whole or in part, by a 3/4ths vote of the executive board or by a 2/3rds vote of the membership constituting a quorum at any regular or specially called meeting. Any amendments to the bylaws shall be binding on all members of this corporation.

Article XII.

Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Executive Board and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of 2/3rds of a quorum of the voting members of the corporation.

Article XIII.

Distribution on Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of that code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness, the undersigned incorporators have executed these articles of incorporation on Sept. 18, 2000 (date).

SIGNED AND SEALED
IN THE PRESENCE OF:

Sharon Menasco

Michelle Reddin
MICHELLE A. REDDIN

Shelly Fath

Jamie M. Smith

David K. Oaks
DAVID K. OAKS

April M. Smith

Carrie Krantz

Peter Joel Frommer
PETER JOEL FROMMER

Olga M. Benicovich

Scott D. Devore

Scott D. Devore
SCOTT D. DEVORE

Scott D. Devore

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public in and for the above State and County, personally

appeared **MICHELLE A. REDDIN** incorporator of **FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 18 day of August, 2000.
My Commission Expires:



SHARON MENASCO
COMMISSION # CC 702238
EXPIRES DEC 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Sharon Menasco
Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **DAVID K. OAKS** incorporator of **FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 18th day of Sept, 2000.
My Commission Expires:



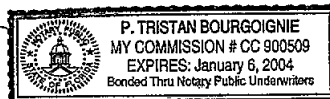
Jacqueline M. Smith
Notary Public

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **PETER JOEL FROMMER** incorporator of **FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 24th day of August, 2000.
My Commission Expires:

[Signature]



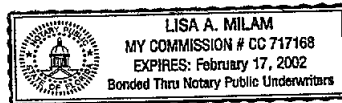
Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **SCOTT D. DEVORE** incorporator of **FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY LAW SCHOOL, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of August, 2000.
My Commission Expires:

Lisa A. Milam



Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, That FLORIDA ALUMNI ASSOCIATION OF THE THOMAS M. COOLEY
LAW SCHOOL, ^{INC.} a Florida Not for Profit Corporation desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at City of
Sarasota, County of Sarasota, State of Florida, has named MICHELLE
A. REDDIN, 2180 Main Street, Sarasota, FL 34237 County of
Sarasota, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said act relative to keeping open said office.

By Michelle Reddin
Resident Agent

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