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BUSH ROSS P A

NO. 3978

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**N00000007733**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**TAMPA BAY PARALEGAL ASSOCIATION, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TAMPA BAY PARALEGAL ASSOCIATION, INC.  
(A Florida Non-Profit Corporation)**

The undersigned, hereby make, amend and restate these Articles of Incorporation under Chapter 617, Florida Statutes, and to that end do hereby amend and restate its Articles of Incorporation as follows:

**ARTICLE I  
NAME**

The name of this corporation is TAMPA BAY PARALEGAL ASSOCIATION, INC. and its principal address is 6821 Potts Road, Riverview, Florida 33569, and its mailing address is P.O. Box 2840, Tampa, Florida 33601 (the "Corporation").

**ARTICLE II  
NOT-FOR-PROFIT CORPORATION**

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

**ARTICLE III  
PURPOSE**

This Corporation is organized exclusively to serve the educational and common professional interests of the paralegal profession and educate the public as to the role of paralegals in the legal profession within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and is not formed for pecuniary profit or financial gain of its members, officers, directors or any person. Subject to such express limitations, the Corporation's general activities shall be to promote the paralegal profession in the Tampa Bay, Florida area; to develop, encourage, support and maintain high standards of conduct and ethics of paralegals; and, to provide opportunities for its members to share knowledge, experience, opinions and

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information through discussion, study and sponsoring of events or publications that will serve the interests of its members.

The Corporation is organized exclusively for charitable, educational, and scientific purposes. The Corporation may receive, administer and distribute funds for educational and charitable purposes, within the meaning of Section 501(c)(3) and (c)(6) of the Internal Revenue Code of 1986, as amended and, to that end, the Corporation is empowered to hold any property or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office. The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual.

#### **ARTICLE IV** **MEMBERS**

The Corporation shall be organized as an entity with members that are admitted to membership in accordance with the Bylaws of the Corporation.

#### **ARTICLE V** **REGISTERED AGENT**

The registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida, 33602 and the registered agent of the Corporation is Bush Ross Registered Agent Services, LLC.

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**ARTICLE VI**  
**BOARD OF DIRECTORS/OFFICERS**

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board and the following officers: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

**ARTICLE VII**  
**BYLAWS**

The Bylaws of this Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in a manner provided by the Bylaws.

**ARTICLE VIII**  
**USE OF CORPORATION FUNDS**

The property of this Corporation is irrevocably dedicated to not-for-profit purposes under the Florida Not For Profit Corporation Act, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions for its specific purposes herein above set forth. Members of this Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation.

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**ARTICLE IX**  
**DISTRIBUTIONS OF ASSETS**

In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation. After paying or make provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed as determined by the Board of Directors in accordance with (i) the provisions of Chapter 617 of the Florida Statutes; (ii) as provided for under Section 501 of the Internal Revenue Code; and (iii) the purposes for which the Corporation was organized.

**ARTICLE X**  
**AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended in the manner prescribed by Chapter 617, Florida Statutes (or the corresponding provisions of any future Florida Corporation Not for Profit Statute).

**ARTICLE XI**  
**TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

**ARTICLE XII**  
**INDEMNIFICATION**

Each officer, director or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she is made a party by reason of his or her being, or having been an officer, director, or employee of the corporation provided he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Corporation, and had no reasonable cause to believe his or her conduct was unlawful.

THE UNDERSIGNED, being the Secretary of this Corporation, hereby acknowledges that these Amended and Restated Articles of Incorporation were approved by the Board of


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Directors of the Corporation in accordance with the provisions of Section 617.1002, Florida Statutes, and a majority vote of the membership of the Corporation by action taken at a special meeting of the members of the Corporation held on May 21, 2008.

  
Janice Garren, Secretary

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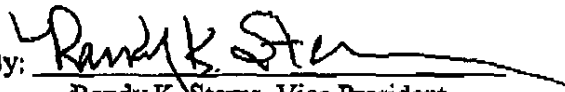
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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

BUSH ROSS REGISTERED AGENT  
SERVICES, LLC

By:   
Randy K. Sterns, Vice President