

No20000000491

TRANSMITTAL LETTER

FILED
02 JAN 24 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: The Council of Eminent Domain Experts, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700004795247--1
-01/25/02--01001--011
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John M. Calhoun
Name (Printed or typed)

5600 Mariner St., Suite 122
Address

Tampa, FL 33609-3417
City, State & Zip

(813) 282-1414
Daytime Telephone number

RECEIVED
02 JAN 24 PM 2:40
DIVISION OF CORPORATION

NOTE: Please provide the original and one copy of the articles.

CALL When Ready - 205-9000
Lindy

J. BRYAN JAN 25 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE COUNCIL OF EMINENT DOMAIN EXPERTS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

Article I. Name

The name of the Corporation is THE COUNCIL OF EMINENT DOMAIN EXPERTS, INC.

Article II. Nature and Purposes of Corporation

This is a non-profit corporation organized for the purpose of promoting an efficient and fair system for providing just compensation to citizens who are impacted by a government taking of property. In pursuit of this purpose, the Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or the Corporation's Bylaws.

The Corporation is formed to operate exclusively for such purposes as would qualify it as an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 or corresponding provision(s) of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

Article III. Term of Existence

The Corporation shall have a perpetual existence.

Article IV. Membership

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualification of Members of the Corporation, the manner of their admission, the different class of membership, if any, the property, voting and other rights and privileges of Members and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

Article V. Location of Principal Office and Designation
of Registered Agent

(a) The Corporation's principal office for the transaction of business and the Corporation's registered office shall be located at 5600 Mariner St., Suite 122, Tampa, Florida, 33609-3417.

(b) John M. Calhoun shall serve as the Corporation's Registered Agent, with an address of 5600 Mariner St., Suite 122, Tampa, Florida, 33609-3417.

Article VI. Management of Corporate Affairs

Subject to the limitations of these Articles of Incorporation, the Corporation's Bylaws, and Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board shall initially consist of three (3) Directors. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of the Corporation are:

John M. Calhoun
5600 Mariner St., Suite 122
Tampa, FL 33609-3417

Reggie Mesimer
1530 9th Street North
St. Petersburg, FL 33704

Wilber G. Van Scoik
2111 Drew St.
Clearwater, FL 33765

Each of the initial Directors of the Corporation shall serve until a successor is elected or appointed as provided in the Bylaws. Thereafter, each Director shall serve until the qualification of each Director's successor in office as provided in the Bylaws.

Any Action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action pursuant to Florida law.

Article VII - Officers

The Corporation shall have as officers a president, a secretary, and a treasurer. The Board of Directors, in its discretion, may appoint a chairman of the Board, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such

other officers as the business of the Corporation may require. A person may simultaneously hold more than one office in the Corporation. The names of those persons serving as the initial Officers of the Corporation are:

President - John M. Calhoun

Secretary - Wilber G. Van Scoik

Treasurer - Wilber G. Van Scoik

Each of the initial Officers of the Corporation shall serve until a successor is elected or appointed as provided in the Bylaws. Thereafter, each Officer shall serve until the qualification of his or her successor in office as provided in the Bylaws.

Article VIII - Indemnification

The Corporation shall indemnify its Directors, Officers, employees, and agents to the fullest extent permitted by law, consistent with the Articles of Incorporation and Bylaws.

Article IX. Amendment to Articles of Incorporation

These Articles of Incorporation may be amended in any manner provided by law.

Article X. Bylaws

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Corporation, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by a procedure set forth in the Bylaws of the Corporation.

Article XI. Dedication of and Distribution of Assets

The property of this Corporation is irrevocably dedicated to the non-profit purposes of the Corporation and no part of the net income or assets of this 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 in furtherance of the purposes of the Corporation. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 or corresponding provision(s) of any subsequent federal tax laws.

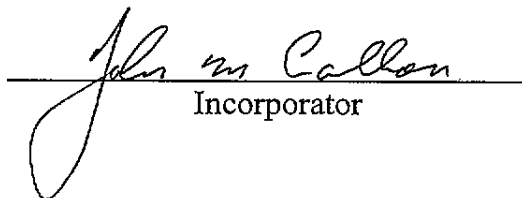
Article XII. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation, exclusively for the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or such other purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or corresponding provision(s) of any subsequent federal tax laws), as the Board of Directors shall determine. Any of 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 purpose.

Article XIII. Incorporator

The name and address of the incorporator is John M. Calhoun, 5600 Mariner St., Suite 122, Tampa, Florida, 33609-3417.

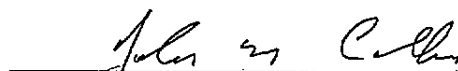
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Tallahassee, Leon County, Florida, on this 17th day of January, 2002.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Council of Eminent Domain Experts, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 617.0501(3), Florida Statutes.

FILED
02 JAN 24 AM 8:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


Name: John M. Calhoun
Date: January 17, 2002