

N02000002175

LANDT, WIECHENS, LaPEER & AYRES

A Registered Limited Liability Partnership

ATTORNEYS AT LAW

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
RUSSELL W. LaPEER, P.A.*
BENJAMIN H. AYRES

March 7, 2002

* Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator: Florida & Federal Courts

OCALA OFFICE
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8622
Telecopier (352) 732-1162

BELLEVUE OFFICE
5709 S.E. ABSHIER BLVD.
BELLEVUE, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

PLEASE REPLY TO
OCALA OFFICE

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700005073017--8
-03/08/02--01051--009
*****78.75 *****78.75

Re: Articles of Incorporation for Lawyers Life Network, Inc.

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation of Lawyers Life Network, together with our check made payable in the amount of \$78.75, representing filing fee, and Registered Agent Designation (\$70.00), and one certified copy (\$8.75).

If you find these items to be in proper order, please return the enclosed copy as a certified copy as soon as possible after the original is filed. Thank you for your courtesy and assistance.

Yours sincerely,



Russell W. LaPeer
For the Firm

RWL:cl

Enclosures: Articles of Incorporation (original & copy); check.

FILED
STATE
DIVISION OF CORPORATIONS
02 MAR 26 PM 12:01

3-26-02
1506
WC

COPY



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 18, 2002

RUSSELL W. LAPEER, ESQ.
445 NE 8TH AVE.
OCALA, FL 34470

SUBJECT: LAWYERS LIFE NETWORK, INC.
Ref. Number: W02000007365

We have received your document for LAWYERS LIFE NETWORK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 902A00016091

RECEIVED
3-20-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 26 PM 12:01

ARTICLES OF INCORPORATION

of

Lawyers Life Network, Inc.

(Not for Profit)

ARTICLE I – NAME & ADDRESS

The name of this Corporation is Lawyers Life Network, Inc. (a corporation not for profit), located at 445 N.E. 8th Avenue, Ocala, Florida 34470.

ARTICLE II – DURATION

This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

ARTICLE III – PURPOSE

This corporation is organized not-for-profit, solely for the purpose of transacting the business and activities specified and authorized by § 501 (c)(3) of the Internal Revenue Code and Fla. Stat. § 607.0301, more specifically stated as providing the assistance of legal advice and/or legal services for the objective of saving, preserving, and giving life to human individuals, including babies, born and unborn, children, aged and elderly individuals.

ARTICLE IV – POWERS:

This corporation shall be empowered to do all, and only, those acts authorized by law and specified within § 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §

501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under §170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE V – REGISTERED AGENT: OFFICE & ACCEPTANCE

The name of the initial registered agent of the corporation is Russell W. LaPeer, 445 N.E. 8th Avenue, Ocala, Florida 34470, who has signed these articles of incorporation thereby indicating his acceptance and agreement to act in that capacity, in accordance with **Fla. Stat. § 607.0501**.

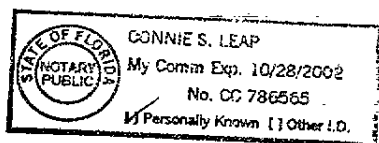
IN WITNESS WHEREOF, the undersigned registered agent, being fully familiar with the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this 7th day of March, 2002.

Russell W. LaPeer
Russell W. LaPeer, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, on the 7th day of March 2002, personally appeared Russell W. LaPeer, as Registered Agent, known to me, and he acknowledged before me that he freely and voluntarily executed this consent.

SEAL/STAMP



Connie S. Leap No. CC 786565
Name & commission number of notary

ARTICLE VI – MEMBERS

The qualifications for the members and the manner of their admission shall be provided, regulated, and governed by the by-laws of the corporation.

ARTICLE VII – BOARD OF DIRECTORS

The management and control of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than eleven (11), members as provided by the by-laws of the corporation, said Board to be elected by the members of the corporation at a regular meeting of said members.

If state law so provides, then upon unanimous, written agreement of all the members of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to member agreement, be vested in the members of the corporation. If the members exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the members shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors are:

H. Randolph Klein, Esquire, Klein & Klein, 333 N.W. 3^d Avenue, Ocala, Florida 34475;

Thomas C. Ranew, Jr., P.O. Box 956, Silver Springs, Florida 34489; and

Russell W. LaPeer, Landt, Wiechens, LaPeer, & Ayres, 445 N.E. 8th Avenue, Ocala, Florida 34470.

Until the first meeting of members, management and control of this corporation shall be vested in the above Board composed of the above named directors. These directors shall hold office until their successors are duly elected and qualified.

ARTICLE VIII – OFFICERS

The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer, Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, each of the following persons shall hold the below-designated office until his successor is elected and qualified:

President:	H. Randolph Klein
Vice President	Thomas Ranew
Secretary-Treasurer:	Russell W. LaPeer

ARTICLE IX – INCORPORATORS

The name and address of the incorporator of the corporation, who is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, is Russell W. LaPeer, 445 N.E. 8th Avenue, Ocala, Florida 34470.

ARTICLE X – NON-PROFIT STATUS

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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. No substantial part

of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

ARTICLE X – BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested exclusively in the Board of Directors, in accordance with the provisions of such by-laws as they shall adopt and approve, except in the event that the members of the corporation divest the Board of Directors of, and become vested with, the power to direct, manage, and control this corporation, pursuant to Article VI of these Articles of Incorporation, in which event and for such duration as the members are so vested, the power to adopt, alter, amend, or repeal the by-laws shall be vested also in the members.

ARTICLE XI – AMENDMENTS TO ARTICLES

The power to amend these articles shall be held exclusively by the members. An amendment hereto shall require a 75% vote of all issued, outstanding stock.

ARTICLE XII – DISTRIBUTION OF ASSETS ON DISSOLUTION

On, or in the event of, dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue

law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ATTESTATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 7th day of March, 2002.

WITNESSES

Connie S. Leap

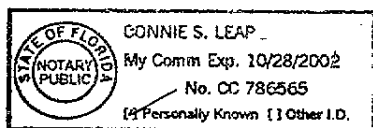
Russell W. LaPeer
Russell W. LaPeer, incorporator

Kathryn A. Regoli

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, personally appeared on this ____ day of March, 2002, Russell W. LaPeer, as an Incorporator, and to me well known, and he acknowledged that he executed the foregoing articles of incorporation freely and voluntarily.

SEAL/STAMP



Connie S. Leap No. CC 786565
Name & commission number of notary