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CORDERO & HANNA, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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Miami Springs, Florida 33166
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ORLANDO, SARASOTA AND TALLAHASSEE

ONE TAMPA CITY CENTER SUITE 2700
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

REPLY TO: MIAMI SPRINGS

July 15, 2002

VIA EXPRESS MAIL

Division of Corporations
ATTN: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

**RE: Articles of Corporations of MIAMI SPRINGS BAR ASSOCIATION, INC., a
Florida Not for Profit Corporation**

Dear Sir/Madam:

Enclosed is a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75), as per detail below, and an original and one (1) photocopy of the Articles of Incorporation for the above-referenced Florida Not for Profit Corporation.

Thank you for your kind attention and cooperation to this matter.

Very truly yours,

Alex A. Hanna Esq., LLM

\$35.00 Filing Fees
\$35.00 Registered Agent Designation.
\$8.75 Certified Copy
\$78.75

FILED
02 JUL 17 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Alex
GAVE
AUTHORIZATION BY PHONE TO
CORRECT principal office
DATE 7/18
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ARTICLES OF INCORPORATION

of

**THE MIAMI SPRINGS BAR ASSOCIATION, INC.
A Florida Not for Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the Florida Statutes.

Article I

Name

The name of the corporation is THE MIAMI SPRINGS BAR ASSOCIATION, INC. ("Corporation") a Florida not for profit corporation.

Article II

Purposes

The purpose for which the Corporation is organized are:

To maintain and promote the standards of ethical conduct and professionalism in the practice of law;

To assist and promote the interests of the legal profession generally;

To encourage and cultivate free intercourse, social activity, and good fellowship among the members of the Florida Bar and in particular those who practice in or near the City of Miami Springs.

To disseminate and promote knowledge about the legal environment;

To further educational work and achievement in the field of law, including by conducting seminars, symposiums, lectures and lectureships;

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.
- (b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors.

- (c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- (e) To purchase, acquire, own hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (f) To contract and be contracted with, and to sue and be sued.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- (j) Each and all of the objects, purposes and powers of the corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
- (k) The activities of the Corporation shall consistent with Section 501(c)(6).¹

¹ Unless otherwise note, all references are to the Internal Revenue, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated hereunder as they now exist or as they may hereafter be amended.

Article III
Membership

The conditions of this Corporation shall be as provided in the bylaws of this Corporation.

Article IV
Term of Existence

This Corporation shall have perpetual existence.

Article V
Subscribers

The names and addresses of the subscribers are:

Alex A. Hanna	286 Westward Drive Miami Springs, Florida 33166
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Juan Judas Cordero	286 Westward Drive Miami Springs, Florida 33166
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Article VI
Officers

The affairs of the Corporation shall be managed by a President, a President-Elect, a Treasurer, and a Secretary and such other officers as shall be provided in the bylaws.

The election of officers, as well as the fixing of the time and place for holding annual meetings, shall be as provide in the Bylaws.

Article VII
Temporary Officers

President:	Alex A. Hanna 286 Westward Drive Miami Springs, Florida 33166
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Vice President:	Juan Judas Cordero 286 Westward Drive Miami Springs, Florida 33166
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Secretary:	Guillermo J. SenMartin 286 Westward Drive Miami Springs, Florida 33166
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Treasurer:

James Benages
286 Westward Drive
Miami Springs, Florida 33166

ARTICLE VIII

Directors

The Corporation shall be governed by a Board of Directors. The conditions of election to the Board of Directors and the number of Directors shall be as provided in the Bylaws.

The initial Directors shall consist of:

Alex A. Hanna	286 Westward Drive Miami Springs, Florida 33166
Juan Judas Cordero	286 Westward Drive Miami Springs, Florida 33166
Guillermo J. SenMartin	286 Westward Drive Miami Springs, Florida 33166
James Benages	286 Westward Drive Miami Springs, Florida 33166

ARTICLE IX

Registered Agent principal office

The initial registered office of the Corporation is c/o Cordero & Hanna, P.A., 286 Westward Drive, Miami Springs, Florida 33166, and the initial registered agent of the Corporation at that address is Cordero & Hanna, P.A.: Attention: Alex A. Hanna.

ARTICLE X

Amendments of Articles of Incorporation

The Articles of Incorporation may be amended at anytime by a resolution adopted by a vote of two-thirds (2/3) of the members of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the members of the Board of Directors in accordance with the provisions of the Bylaws.

ARTICLE XI

Nonproprietary Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other

private person. 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 as set forth herein.

Notwithstanding any other provision for these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE XII Disposition of Assets

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(6) and are engaged in activities of the type described in Article II above, 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 purposes.

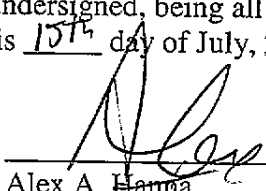
ARTICLE XIII Dues

Provision for payment of dues by Members, if any, shall be determined by the Bylaws.

ARTICLE XIV Bylaws Amendments

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, we, the undersigned, being all the subscribers of the Corporation, have set our hands and seals this 15th day of July, 2002.



Alex A. Hanna




Juan Judas Cordero

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

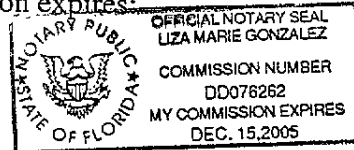
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared ALEX A. HANNA, to me known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation of THE MIAMI SPRINGS BAR ASSOCIATION, INC.

WITNESS my hand and official in the State last aforesaid this 15th day of July, 2002.


Notary Public, STATE OF FLORIDA

My commission expires:

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

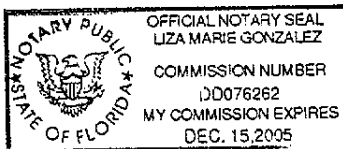


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared JUAN JUDAS CORDERO, to me known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation of THE MIAMI SPRINGS BAR ASSOCIATION, INC.

WITNESS my hand and official in the State last aforesaid this 15th day of July, 2002.


Notary Public, STATE OF FLORIDA

My commission expires:



CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERD OFFICE

In pursuance of the Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

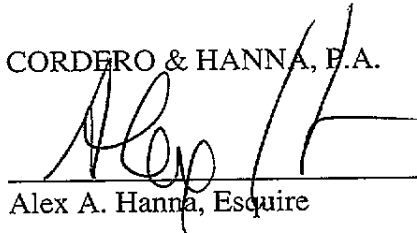
Designation

THE MIAMI SPRINGS BAR ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Cordero & Hanna, P.A. : Attention: Alex A. Hanna, its registered agent and 286 Westward Drive, Miami Springs, Florida 33166, as its registered office.

Acceptance

Having been named as registered agent for the above named corporation, the undersigned hereby agrees to act in such capacity for such corporation at its registered office.

CORDERO & HANNA, P.A.


Alex A. Hanna, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA