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VIA FEDERAL EXPRESS

September 24, 2002

Michelle Milligan  
Florida Department of State  
Corporations Division  
409 East Gains Street  
Tallahassee, FL 32399

FILED  
2002 SEP 25 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-09/27/02--01003--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

~~RE: Articles of Incorporation~~

Dear Michelle:

Enclosed are Articles of Incorporation for The Palm Beach County Chapter of the Florida Association for Women Lawyers, Inc. and a check in the amount of \$87.50 to cover the costs incurred in filing.

Please have the document filed, or forward to the proper department for filing, and return the document to me in the enclosed Federal Express envelope.

Please contact me if you have any questions or comments.

How are things going with your singing career? Well, I'm sure.

Very truly yours,



Patti Roehl  
Paralegal

Enclosures

670719

BC 7/27

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PALM BEACH COUNTY CHAPTER OF THE**  
**FLORIDA ASSOCIATION FOR WOMEN LAWYERS, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, adopt the following Articles of Incorporation.

**ARTICLE ONE**  
**NAME**

The name of the corporation shall be Palm Beach County Chapter of the Florida Association for Women Lawyers, Inc.

**ARTICLE TWO**  
**DURATION**

The term of the corporation's existence is perpetual.

**ARTICLE THREE**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation shall be located at:

777 South Flagler Dr., Suite 500E West Palm Beach, Florida 33401.

The mailing address of the Corporation shall be:

777 South Flagler Dr., Suite 500E West Palm Beach, Florida 33401.

**ARTICLE FOUR**  
**PURPOSE**

1. This Corporation is not-for-profit and the purposes for which the Corporation are organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its exempt purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in applicable Treasury Regulations.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities 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 the corresponding provision of any future United States Internal Revenue Law.

5. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 FIVE** **CAPITAL STOCK**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

#### **ARTICLE SIX** **DIRECTORS**

The method of election of the directors of the Corporation is set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of seven (7) members. The members of the initial Board of Directors are:

Michelle Suskauer  
Cynthia C. Spall  
Elizabeth Stone Shavitz  
Sharon R. Bock  
Karen M. Miller  
Jane M. Gordon  
Lisa S. Small

#### **ARTICLE SEVEN** **REGISTERED OFFICE**

The street address of the corporation's initial registered offices is 777 South Flagler Dr., Suite 500E West Palm Beach, Florida 33401. and the name of the initial registered agent at that address is Cynthia C. Spall, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statues relating to the proper performance of her duties.

**ARTICLE EIGHT**  
**INCORPORATOR**

The name and address of the incorporator is Cynthia C. Spall, 777 South Flagler Dr., Suite 500E West Palm Beach, Florida 33401.

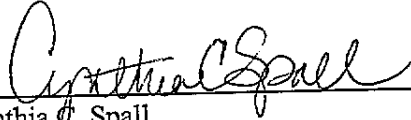
**ARTICLE NINE**  
**INDEMNIFICATION**

This Corporation shall indemnify its directors and officers, and may indemnify its employees, agents and such other persons as designated by a majority of the directors, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against such person or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity during such relationship with this Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any other law, Bylaws, agreement, vote of disinterested directors or otherwise. This indemnification shall continue as to a person who has ceased to be a director, officer employee or agent, and shall inure to the benefit of the heirs, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification of those indemnified.

**ARTICLE TEN**  
**AMENDMENTS**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of September 2002.

  
\_\_\_\_\_  
Cynthia C. Spall  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Palm Beach County Chapter of the Florida Association for Women Lawyers, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By:   
Cynthia C. Spall

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