

No 4000000532

Hannesson I. Murphy, Esq.  
799 Brickell Plaza, Suite 900  
Miami, Florida 33131  
(Address)

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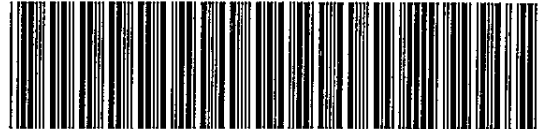
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**ARTICLES OF INCORPORATION**

In Compliance with Florida Statutes Section 617 (Not for Profit)

**ARTICLE I: NAME**

The name of the corporation is:

DADE COUNTY DEFENSE BAR ASSOCIATION, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be the address of the current President of the Association.

**ARTICLE III: PURPOSE**

The purposes of this corporation shall be:

1. To bring together by association, communication and organization, lawyers of Miami-Dade County, Florida who devote a substantial amount of their professional time to the handling of litigated cases and whose representation in such cases is primarily for the defense;
2. To provide for the exchange among the members of this association of such information, ideas, techniques of procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers;
3. To elevate the standards of trial practice in this area and in conjunction with similar associations in other areas, to develop, establish and secure court adoption or approval of a high standard code of trial conduct and courtroom manners;
4. To support and work for the improvement of the adversary system or jurisprudence in our courts.
5. To work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.

**ARTICLE IV: OFFICERS AND THEIR DUTIES**

Section 1. The officers of this association shall be a President, a Vice President (who may also be designated President-Elect), a Secretary and a Treasurer.

Section 2. Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this association.

Section 3. Officers shall be elected annually and shall serve for a term of one (1) year or until their successors are elected and installed. The first election of officers shall

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be held at the meeting in which these Articles of Incorporation are adopted. Thereafter, the election of officers shall take place at the October or November meeting of the association, the date to be determined by the Board of Directors. The President shall, not less than thirty (30) days prior to such meeting, appoint a Nominating Committee, which committee shall consider and recommend to the President not less than ten (10) days prior to the election meeting, nominations for the officers and directors for the following year. Nominations for office may be made in writing by any member to the Nominating Committee and must be submitted twenty (20) days in advance of the election. Nominations may also be made from the floor. Officers and directors shall be elected by a majority vote of the members present at such meeting. The terms of each officer and director shall begin on the date of election, after adjournment of the meeting at which he is elected, and end on the election of this successor. Elections shall be held annually at the October or November meeting and no person shall be eligible to succeed himself as president. Vacancies in office shall be filled by the Board of Directors.

Section 4. The duties of the officers shall be as follows:

**PRESIDENT.** The President shall preside at all meetings of this association and of the Board of Directors. He shall be the chief executive officer of this association and shall exercise such executive and appointive powers as the By-Laws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. He shall be an ex-officio member of all committees.

**VICE-PRESIDENT and PRESIDENT-ELECT.** The Vice President and President-Elect shall assume the duties of the President upon his request or when absent, and shall succeed to the office of President upon the resignation, inability or refusal to act, or death, of the President. He shall be an ex-officio member of all committees without the right to vote.

**SECRETARY.** The Secretary shall keep minutes of all the proceedings of the members and Board of Directors, and shall maintain a record of the names and addresses of the members of this association. He shall serve as an ex-officio member of all committees. He shall prepare and send to the members of this association notices of any and all Special Meetings of this association and such other notices as may be required by these By-Laws or as may be directed by this association, its President or the Board of Directors. He shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President or the Board of Directors may direct.

**TREASURER.** The Treasurer shall collect and receive all fees, dues and assessments from the members of this association, and all monies due and payable to this association from any source. He shall make disbursement of any monies and funds in his possession or control only in accordance with orders of the Board of Directors. He shall make and preserve proper books of account and keep an accurate account of the finances of this association, including a detailed record of all receipts and disbursements. At the request of the President or the Board of Directors he shall surrender his books of account for examination by the President of the Board or for auditing by an auditor selected by the Board.

Each of the officers of this association shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors.

## **ARTICLE V: OFFICERS AND THEIR DUTIES**

Section 1. There shall be a Board of Directors which shall consist of five (5) members, which Directors shall be elected annually. Each Director shall assume his office immediately after the adjournment of the meeting at which is is elected.

The President, Vice-President, Secretary and Treasurer shall be ex-officio members of the Board of Directors and each said officer shall be entitled to vote with the Board of Directors at all regular and special meetings thereof. The immediate past president of the corporation shall be an ex-officio member of the Board of Directors but shall not have voting privileges.

Section 2. The board of Directors shall be the Executive Board of this association and shall have general supervision, management and control of the business, affairs and activities of this association, subject, however, to the provisions of other Sections of these By-Laws. The Board shall determine its own rules of procedure. Five (5) members of the Board qualified to vote shall constitute a quorum for the transaction of business at a meeting of the board.

Section 3. Regular meetings of the Board shall be held at such times as the Board by resolution shall determine.

Special meetings of the board may be held from time to time whenever called by the President or any three (3) Directors. Notice of the calling of a Special Meeting of the Board shall in every case be given by an oral or written announcement thereof at the least regular meeting of the Board preceding the holding of the Special Meeting so called or by written notice mailed by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

The authority of the Board of Directors shall extend to, and include, the following powers and authority:

- (a) To fix the annual dues of members.
- (b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this association, but any such levy shall be subject to vote of the members of this association as provided in Section 3 of Article V hereof.
- (c) To appoint officers to fill any vacancies which may occur in any elective office or in the Board of Directors by reason of the death or resignation of the incumbent thereof, and any officer or director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office.
- (d) To hire an Executive Secretary or such other employee or employees as the Board deems necessary to conduct the work

of this association, none of whom need be members of this association, and to fix the duties and compensation of any such persons.

- (e) In the interval between meetings of this association to do all acts and perform all functions which this association itself might do or perform, except that the Board shall have no power to amend these By-Laws.

Section 4. The President shall be Chairman of the Board. In his absence, the Vice President, in the absence of both, the immediate Past President, and in the absence of all three, a member of the Board selected by the Board, shall act as such Chairman.

Section 5. Each Director shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for his actual and necessary expenses incurred while engaged in the business of this association.

Section 6. There shall be an Executive Committee which shall consist of the President, immediate Past President, Secretary and Treasurer and two (2) other Directors appointed by the Board of Directors. The Executive Committee shall have and exercise such of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors as may be delegated to it by resolution of the Board.

#### **ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS**

President

Thomas C. Miloch  
Carlton Fields  
100 SE 2<sup>nd</sup>  
Miami, FL 33131

Vice President

June G. Hoffman  
Fowler White  
100 SE 2<sup>nd</sup>  
Miami, FL 33131

Secretary

Hannesson I. Murphy  
Clarke Silverglate Campbell  
799 Brickell Plaza, Suite 900  
Miami, FL 33131

Treasurer

Thomas E. Ice  
Holland & Knight  
701 Brickell Ave.  
Miami, FL 33131

#### **ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

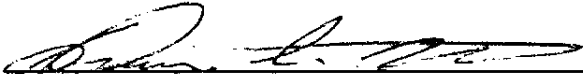
Hannesson I. Murphy, Esq.  
799 Brickell Plaza, Suite 900  
Miami, Florida 33131  
Phone: 305/377-0700

#### **ARTICLE VIII: INCORPORATOR**

Hannesson I. Murphy, Esq.  
799 Brickell Plaza, Suite 900  
Miami, Florida 33131  
Phone: 305/377-0700

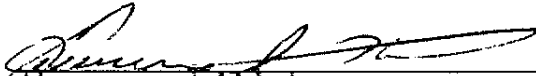
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

**Signature/Registered Agent**

  
\_\_\_\_\_  
Hannesson I. Murphy

01/08/04  
Date

**Signature/Incorporator**

  
\_\_\_\_\_  
Hannesson I. Murphy

01/08/04  
Date

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