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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

First Amendment Society, Inc.

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**ARTICLES OF INCORPORATION OF
FIRST AMENDMENT SOCIETY, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I.
NAME AND ADDRESS**

The name of this corporation shall be FIRST AMENDMENT SOCIETY, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Society"). The Society's principal office is 4735 Sunbeam Road, Jacksonville, Florida 32257 and the mailing address is P.O. Box 551260, Jacksonville, Florida 32255.

**ARTICLE II.
PURPOSE AND OBJECTIVE**

The purpose of the Society shall be to establish a professional business league for trial advocacy and plaintiff's rights attorneys and to promote, support and defend the First Amendment to the United States Constitution. The objective of this Society shall be to promote general awareness of the public to the purposes of the Society through advertising and other promotional means.

**ARTICLE III.
POWERS**

The Society shall have the following powers:

A. All of the powers and privileges granted to not-for-profit corporations under the laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes and objectives of the Society.

C. In general, the Society is formed to carry out those functions generally associated with a non-profit organization qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986 ("Code"), as amended, and its powers shall be limited in order to meet the requirements of such section of the Code.

**ARTICLE IV.
VOTING**

On all matters upon which the membership shall be entitled to vote, each member shall have one vote.

Michael N. Schneider, Esquire
Florida Bar No. 166929
P.O. Box 551260
Jacksonville, Florida 32255
(904) 296-0100

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**ARTICLE V.
TERM OF EXISTENCE**

The Society shall have perpetual existence.

**ARTICLE VI.
MEMBERSHIP**

This Society shall have one class of members. The members are William H. Harrell, Jr., Gregory W. Johnson and Renee' Harrell. Additional persons of moral character who practice law as attorneys in the State of Florida may become members if elected by a vote of all of the then existing membership.

The members of this Society shall have no right, title or interest whatsoever in the Society's income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Society. Members of this Society shall not be personally liable for the debts, liabilities, or obligations of the Society, and shall not be subject to any assessments.

**ARTICLE VII.
BOARD OF DIRECTORS**

A. The business affairs of this Society shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.

B. The Board of Directors shall be elected by the members of the Society from among the membership at the annual membership meeting as provided in the Bylaws.

The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

Director	Address
William H. Harrell, Jr.	4735 Sunbeam Road Jacksonville, FL 32257
Gregory W. Johnson	4735 Sunbeam Road Jacksonville, Florida 32257
Renee' Harrell	4735 Sunbeam Road Jacksonville, Florida 32257

**ARTICLE VIII.
OFFICERS**

A. The officers of the Society shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall

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perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Society may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the affairs of the Society, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member, director or officer of the Society.

C. The persons who are to serve as officers of the Society until their successors are chosen are:

Officer	Name
President	William H. Harrell, Jr.
Vice President	Gregory W. Johnson
Secretary	Jack Ayres
Treasurer	Jack Ayres

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold more than one office. Officers shall be elected annually.

ARTICLE IX **REGISTERED AGENT**

The street address of the registered office shall be 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the name of the registered agent of the Society at that address is Michael N. Schneider.

ARTICLE X **AMENDMENT TO ARTICLES**

A. The Articles can be amended upon adoption of a resolution by a majority of the members of the Board of Directors at a meeting of the Board of Directors.

B. An amendment to the Articles shall be proposed by the Board of Directors after adopting a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a

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summary of the changes to be effected by the amendment shall be given to each member entitled to vote at such meeting in accordance with the bylaws. The proposed amendment shall be adopted upon receiving at least seventy five percent (75%) of the votes of the members either present at such meeting or represented by proxy; or if there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

C. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI. BYLAWS

The Board of Directors shall adopt, by a majority vote, the original Bylaws of the Society which shall be subject to amendment in accordance with the procedures set forth in the Bylaws.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator is:

Michael N. Schneider
P.O. Box 551260
Jacksonville, Florida 32255

Executed by the undersigned on this 22nd day of April, 2004.



Michael N. Schneider, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

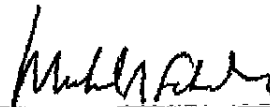
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is First Amendment Society, Inc.
2. The name and address of the register agent and office is:

Michael N. Schneider
5150 Belfort Road
Building 100
Jacksonville, Florida 32256

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael N. Schneider, Registered Agent

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