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04 JUN 30 PM 4:18
TALLAHASSEE, FLORIDA

JOSEPH M. MASON, JR.*
RICHARD E. MCGEE, SR.

*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

LAW OFFICES OF
McGEE & MASON
PROFESSIONAL ASSOCIATION
101 SOUTH MAIN STREET
POST OFFICE BOX 1900
BROOKSVILLE, FLORIDA 34605-1900
TELEPHONE: (352) 796-0795
FACSIMILE: (352) 796-0235
E-MAIL: JMMASON@INNET.COM

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606-2397
TELEPHONE: (352) 686-1028

PLEASE REPLY TO:
BROOKSVILLE

June 29, 2004

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

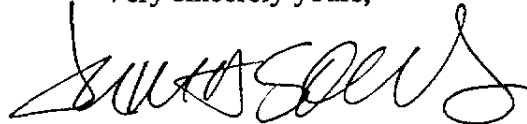
**VIA UPS
OVERNIGHT**

Re: Hernando County Bar Association, Inc.

Dear Sirs:

Please find enclosed for filing *Articles of Incorporation*, together with a check in the amount of \$87.50, to cover the filing fee, designation of resident agent, certified copy and certificate under seal.

Very sincerely yours,



JOSEPH M. MASON, JR.

JMM/km\HCB062904.C-2LET
Enclosures

ARTICLES OF INCORPORATION
OF
HERNANDO COUNTY BAR ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator desires to form a corporation not for profit under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the Corporation, shall be Hernando County Bar Association, Inc., and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III
PURPOSES AND POWERS

Section 3.1 Purposes. This Corporation is organized for the purpose of: providing attorneys licensed to practice law in the State of Florida, and who practice or do business in Hernando County, Florida, an organizational structure and forum to facilitate: professional development; mentoring opportunities; community service; provision of *pro bono publico* service to needy and deserving persons; maintenance of a spirit of both professionalism and comradery among the attorneys and judges of Hernando County; and education of the public regarding the role and function of the legal system in our society: to engage in professional, fraternal, social, civic, political, educational, literary, benevolent, and charitable activities which are not for pecuniary profit, and which activities are fully consistent with this corporation's bylaws, the RULES REGULATING THE FLORIDA BAR, and Chapter 617, *Florida Statutes*, as such statutes may be amended or renumbered: and for the further purpose of engaging in all other lawful businesses permitted to a corporation organized under

Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, as in effect from time-to-time.

Section 3.2 Powers. The Corporation shall have all the powers set forth in Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, as in effect from time-to-time, including, but not limited to, the following powers:

3.2(a) To construct, erect, repair, and remodel buildings and structures of all types for itself and others; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, and deal in and with, goods, wares, merchandise, personal property, and services of every class, kind and description.

3.2(b) To act as broker, agent or factor for any person, firm or corporation.

3.2(c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge, or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

3.2(d) To borrow or raise money for any of the purposes and permitted activities of the Corporation, and from time-to-time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and of any interest therein by mortgage, pledge, creation of a security interest, conveyance, or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

3.2(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of any class or series of the capital or preferred stock of or any bonds, promissory notes, security, or other evidences of indebtedness created by any other corporation of the State of Florida or of any other state or government, and to exercise all of the rights, powers, and privileges arising therefrom, including the right to vote with regard to the affairs of such other corporation.

3.2(f) To enter into, make, perform, and carry out contracts, agreements, and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation with any person, firm, corporation, association, or syndicate or with any private, public, or municipal body existing under the law of any local, state or national government so far as or to the extent that the same may be done or performed pursuant to law.

3.2(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct, indirect, or incidental authority to pursue.

3.2(h) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and in any part or parts of the world, at which meetings of members and directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions in the United States of America and in any foreign country.

3.2(i) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

Section 3.3 Prohibited Activities. Notwithstanding any other provision of this Article III, the Corporation may not conduct: a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan, mutual fire insurance, or other cooperative association; a fraternal benefit society; or a state fair or exposition.

ARTICLE IV **MEMBERSHIP**

The members of this corporation shall be any person (individual or corporate) that: (a) is licensed to practice law in the State of Florida, and practices or otherwise engages in business in Hernando County, Florida; (b) believes in and practices or otherwise conducts business in a manner consonant with the purposes of the Corporation; and (c) pays the dues from time-to-time established by the Corporation's Board of Directors.

ARTICLE V **INITIAL CORPORATE ADDRESS AND** **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the Corporation is: Hernando County Courthouse, Room 350, 20 North Main Street, Brooksville, Florida 34601-2849. The street address of the initial registered office of this Corporation is 101 South Main Street, Brooksville, Florida 34601-3336, and the name of the initial Registered Agent of this Corporation at that address is Joseph M. Mason, Jr.

ARTICLE VI **INITIAL BOARD OF DIRECTORS**

This Corporation shall have five (5) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the

Corporation as from time-to-time adopted by the Board of Directors. The names and addresses of each of the initial Directors of the Corporation, each of whom shall serve until their respective successor is elected and has qualified pursuant to the Bylaws of the Corporation are:

Frank A. Miller, President
Caglianone, Miller & Anthony, PA
703 Lamar Avenue
Brooksville, Florida 34601-3212

Geraldine E. Bishop, Executive Director
Hernando County Courthouse
Room 350, 20 North Main Street
Brooksville, Florida 34601-2849

Shawn M. Brannagan, Vice-President
The Hogan Law Firm
11031 Spring Hill Drive
Spring Hill, Florida 34608

Pamela J. Mills, Past President
Dougherty, O'Malley & Mills, P.A.
5370 Spring Hill Drive
Spring Hill, Florida 34606

Sandra H. Day, Secretary/Treasurer
The Day Law Office
4108 Deltona Boulevard
Spring Hill, Florida 34606

ARTICLE VII **INCORPORATION**

The name and address of the Incorporator of this Corporation, who has executed these Articles of Incorporation, is:

Joseph M. Mason, Jr., Esquire
McGee & Mason, P.A.
101 South Main Street
Brooksville, Florida 34601-3336

ARTICLE VIII **INDEMNIFICATION**

The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and/or as set forth in Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act.

ARTICLE IX **AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Not for Profit Corporation Act, and by actions of its Board of Directors, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X
GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit, and regulate the powers of the Corporation, of the Directors, and of the Members, provision is made as follows:

10.1 Meetings. Meetings of the Incorporators, of the Members, and of the Directors of the Corporation, or any committees of any of same, for all purposes, may be held at any place, either inside or outside of the State of Florida, and Members of any such group may be counted in attendance at such meeting and may participate fully therein from locations other than that of the meeting through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

10.2 Corporate Powers. All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors in its sole discretion, except as otherwise specifically and expressly provided by law.

10.3 Use of Corporate Funds. The Board of Directors shall have the power to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the paid-in capital of the Corporation, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner, and upon such terms, as the Board of Directors in its sole discretion deems expedient.

10.4 Compensation. The Board of Directors shall have the power to fix the compensation by way of fees, salaries, bonuses, pensions, profit sharing contributions, or otherwise, or any mix of one or more or all of same, of the employees, agents, officers, and directors, all or each of them, in such sum, form and amount, and pursuant to such contracts as may seem reasonable, in and by its sole discretion, provided, however, no compensation may be paid to a director solely because of service on the Board.

10.5 Executive Committee. The Board of Directors may designate from among their number an executive committee which, in the intervals between meetings of the Board and to the extent provided by the Bylaws of the Corporation and authorized by law, may have plenary authority to exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

10.6 Removal of Directors. Pursuant to such reasonable procedures as may be established by the Bylaws of the Corporation, any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Members constituting a majority of the Membership of the Corporation and entitled to vote at any regular or special meeting of the Members, and thereupon the term of each Director who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

10.7 Removal of Officers. Any officer of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

10.8 Conflicts of Interest. No contract, act, or transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Members, Directors, or officers of the Corporation is or are interested in or is a member, stockholder, director, or officer or are members, stockholders, directors, or officers of such other corporation, nor shall any contract, act, or transaction of the Corporation be affected by the fact that any of the Members, Directors, or officers of the Corporation are personally interested therein. Any Member or Members, Director or Directors, officer or officers of the Corporation, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any Member or Members, Director or Directors, or officer or officers of the Corporation is a party or are parties to, or is or are otherwise interested in such contract, act, or transaction, or is or are in any way connected with such person, firm, association, or corporation. Each and every person who may become a Member, Director, or officer of the Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent such person from contracting with the Corporation for such person's benefit or for the benefit of any firm, association, or corporation in which he may be in anywise interested.

10.10 Bylaws. The Board of Directors shall have the sole authority to make bylaws for the Corporation and from time-to-time to alter, amend, or repeal any such bylaws adopted by it.

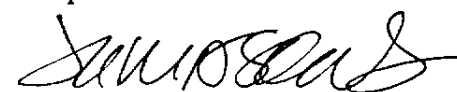
ARTICLE XI **EARNINGS OF THE CORPORATION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it, and to make payments and distributions in furtherance of the purposes, goals, objectives, and permitted activities of the Corporation.

ARTICLE XII **DISSOLUTION**

Upon dissolution all assets of this Corporation remaining after payment of the Corporation's debts, accounts, and obligations shall be paid over and transferred to an entity qualified under Section 501 of the Internal Revenue Code as an entity to which tax deductible contributions may be made.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 29th day of June, 2004.



Joseph M. Mason, Jr., INCORPORATOR

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 29th day of June, 2004, in the County and State aforementioned, personally appeared **Joseph M. Mason, Jr.**, the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the person described in and who executed the foregoing *Articles of Incorporation*, that said person executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: (personally known)).

My Commission Expires:



Kimberly S Martin
My Commission DD154032
Expires September 29, 2006

Kimberly S. Martin
Kimberly S. Martin (Printed Name)
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following designation of the Corporations' Resident Agent is submitted:

Hernando County Bar Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Hernando County Courthouse, Room 350, 20 North Main Street, Brooksville, Florida 34601-2849, has named Joseph M. Mason, Jr., located at 101 South Main Street, Brooksville, Florida 34601-3336, as its agent to accept service of process within the State of Florida.

Signature: _____



JOSEPH M. MASON, JR.

Title: Incorporator

Date Signed: June 29, 2004

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04 JUN 30 PM 4:18
TALLAHASSEE, FLORIDA
STATE

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: _____



JOSEPH M. MASON, JR.

Date Signed: June 29, 2004