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FLORIDA NON-PROFIT CORPORATION

cpa law forum of south florida, inc.

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**ARTICLES OF INCORPORATION
OF
CPA LAW FORUM OF SOUTH FLORIDA, INC.**

ARTICLE 1 – NAME

ARTICLE 2- PURPOSE OF CORPORATION

ARTICLE 3 - PROHIBITIONS

ARTICLE 4- DIRECTORS

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

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Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held on the second Wednesday of each year in October or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

John L. Perry
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431

Kenneth S. Pollock
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431

Robert McGrath
2400 East Commercial Blvd.
Suite 517
Fort Lauderdale, Florida 33308

ARTICLE 5 - OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

John L. Perry, President
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431

Kenneth S. Pollock, Vice President, Secretary
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431

Robert McGrath, Treasurer
2400 East Commercial Blvd.
Suite 517
Fort Lauderdale, Florida 33308

ARTICLE 6 - PRINCIPAL OFFICE

The principal office and the mailing address of this Corporation is 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431.

ARTICLE 7 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Kenneth S. Pollock
2424 North Federal Highway, Suite 411
Boca Raton, Florida 33431

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Newman, Pollock & Klein, LLP, located at 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431. The name and address of the registered agent of this Corporation is Newman, Pollock & Klein, LLP, 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

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ARTICLE 15 - AMENDMENT

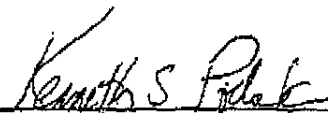
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the

Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - DISSOLUTION

Upon 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 the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 8, 2004.



Kenneth S. Pollock, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Newman, Pollock & Klein, LLP having a business office identical with the registered office of the Corporation name above, and having been designated as a Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Newman, Pollock & Klein, LLP



Kenneth S. Pollock, Partner

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