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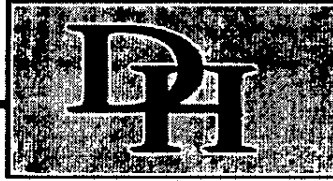


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RECEIVED
07 MAR 19 AM 10:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 MAR 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*Law Offices of
Deana A. Holiday*

March 14, 2007

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for T.J. Reddick Bar Foundation, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation submitted for filing and check #1525 in the amount of \$87.50 for the Filing Fee, Certificate of Status and Certified Copy. Please return all correspondence concerning this matter to:

Deana A. Holiday
Law Offices of Deana A. Holiday
17760 NW 2nd Avenue
Suite 100
Miami, FL 33169

Please do not hesitate to contact me if any additional information is needed.

Sincerely,



Deana A. Holiday
Attorney at Law

Enclosures

ARTICLES OF INCORPORATION OF *T.J. REDDICK BAR FOUNDATION, INC.*

ARTICLE NAME

The name of the corporation is T.J. REDDICK BAR FOUNDATION, INC. (the "Foundation").

ARTICLE II. PRINCIPAL OFFICE

The principle office and place of business shall be at a location in Florida established and ordered by the Board of Directors. The business of this Foundation shall be carried on at this principal office in Florida, and at such other places as may from time to time be authorized by the Board of Directors.

The initial principal address of the Foundation is:

T.J. Reddick Bar Foundation, Inc.
7101 West Commercial Boulevard
Suite 4A
Ft. Lauderdale, FL 33319

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TALLAHASSEE, FLORIDA

ARTICLE III: PURPOSES AND LIMITATIONS

3.1 Purposes: This foundation is a nonprofit, public benefit corporation organized under the Florida Not for Profit Corporation Act for the purposes described below, and it shall be nonprofit and nonpartisan. The Foundation is organized exclusively for charitable purposes within the meaning of Code Sec. 501(C) (3), as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Articles, the Foundation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under Code Sec 501 (C)(3), as amended (or the corresponding provision of any further United States Internal Revenue Law), or (b) by a Foundation, contribution to which are deductible under Code Sec.107(C)(2), as amended (or the corresponding provisions of any future United States Internal Revenue Law).

The primary purpose shall be the promotion of the study of law and research in the law, the diffusion of legal knowledge and the continuing legal education of lawyers, including the furnishing of funds for making scholarships to qualified and worthy persons for the study of law.

3.2 Contributions. The Foundation may receive, by contribution gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided, however, that gifts shall be subject to acceptance by the Board of Directors as required by the Bylaws. Notwithstanding, the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purposes set forth in Article III hereof to the extent permitted by applicable law.

3.3 Office and Employees. The Foundation may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Foundation, and it may pay reasonable compensation for the services of such persons.

3.4 Political Activity: No substantial part of the activities of the Foundation shall consist of carrying on propaganda or other wise attempting to influence legislation, nor shall the Foundation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office and any advocacy of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion. Notwithstanding any other provision of this document, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and complete address in the State of Florida of the Foundation's initial agent for the service process is:

Alfreda D. Coward, Esq.
7101 West Commercial Boulevard
Suite 4A
Ft. Lauderdale, FL 33319

The registered office and agent may be changed by the Board of Directors from time to time as provided by the Florida Not for Profit Corporation Act.

ARTICLE V. INCORPORATORS

The names of the original incorporators hereto are as follows:

Mertella T. Burris

Gregory A. Haile

Deana A. Holiday

Charlie B. Levy

Phoebee R. Francois

ARTICLE VI: DIRECTORS AND OFFICERS

6.1 Number. The affairs of the Foundation shall be managed by a Board of Directors consisting initially of five (5) Directors, including the President-Elect of the T.J. Reddick Bar Association, Inc., who shall serve as a Director, if he or she is not already a director when he or she begins their term as President-Elect of the T.J. Reddick Bar Association, Inc. The number of Directors maybe increased or diminished from time to time in accordance with the provisions of the Bylaws of the Foundation, but shall never be less than three (3).

6.2 Election. The directors of the Foundation shall be elected as provided in the Bylaws. At least one director shall be replaced every year as each new President – Elect of the T.J. Reddick Bar Association, Inc. starts his or her term of office.

The initial Board of Directors shall be:

Mertella T. Burris
491 North State Road 7
Plantation, FL 33317

Gregory A. Haile
200 East Broward Boulevard
Suite 1900
Ft. Lauderdale, FL 33301

Deana A. Holiday
7101 West Commercial Boulevard
Suite 4A
Ft. Lauderdale, FL 33319

Phoebee R. Francois
2787 East Oakland Park Blvd.
Suite 302
Ft. Lauderdale, FL 33306

Charlie B. Levy
17760 NW 2nd Avenue
Suite 100
Miami, FL 33169

6.3 Removal; Vacancies. The removal of directors from office and filling of the vacancies shall be determined by the Bylaws.

6.4 The Foundation shall have one or more officers as provided in the Bylaws

ARTICLE VII. BYLAWS:

The Board of Directors of the Foundation shall make and adopt Bylaws for the Foundation (the "Bylaws"), and said Board and its successors in office shall have power to alter, amend, and rescind such Bylaws or to adopt new Bylaws.

ARTICLE VIII. DIRECTORS' AND OFFICERS COMPENSATION AND INDEMNIFICATION

8.1 Compensation. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. A director of the Foundation shall not receive compensation, directly or indirectly, for his or her services as director. An officer of the Foundation shall not receive compensation, directly or indirectly, for his or her service as an officer, unless he or she is employed by the Board of Directors as a member of the administrative staff of the Foundation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws.

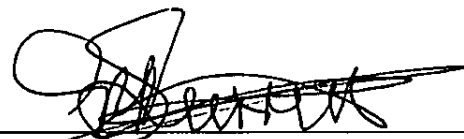
8.2 Indemnification. Every director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer of the Foundation whether or not he or she is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance may be provided for every officer, director and agent of the Foundation in amounts determined from time to time by the Board of Directors.

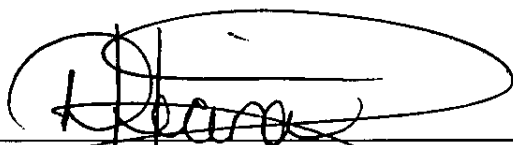
ARTICLE IX. TERM; DISSOLUTION

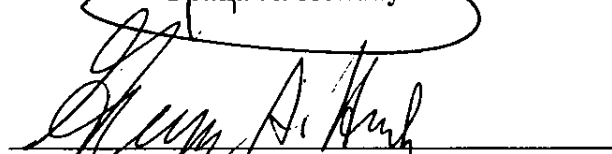
The Foundation shall have perpetual existence. Upon the dissolution or winding up of the Foundation, its assets remaining after payment of (or provisions for payment of) all debts and liabilities of the Foundation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Code Sec. 501(C)(3), or corresponding section of any future federal tax code, as the Board of Directors shall determine, 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 any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

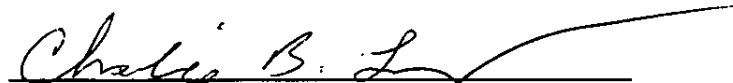
IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 1st
day of March, 2007.

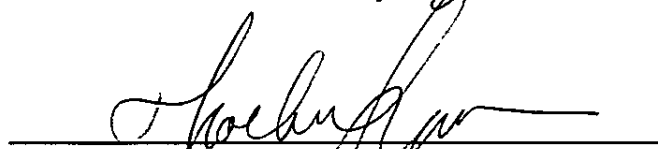
INCORPORATORS


Mertell T. Burris


Deana A. Holiday


Gregory A. Haile


Charlie B. Levy


Phoebe R. Francois

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Foundation at:

Alfreda D. Coward, Esq.,
7101 West Commercial Boulevard
Suite 101
Ft. Lauderdale, FL 33319

I hereby on this 1st day of March, 2007 accept this appointment and agree to comply with the provisions of Florida Statutes, Section 48.091 relative to keeping open and said office.

A handwritten signature in black ink, appearing to read 'Alfreda D. Coward', written over a horizontal line.

Alfreda D. Coward, Esq.