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FLORIDA PROFIT/NON PROFIT CORPORATION

The Palm Beach County Bar Foundation, Inc.

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April 5, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: THE PALM BEACH COUNTY BAR FOUNDATION, INC.
REF: W07000016817

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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Suzanne Hawkes
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P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

THE PALM BEACH COUNTY BAR FOUNDATION, INC.,
(a corporation not for profit)

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1.

Name

The name of the corporation shall be: THE PALM BEACH COUNTY BAR FOUNDATION, INC.

ARTICLE 2.

Office

The initial principal office of this corporation shall be located at 1601 Belvedere Road, Suite 302 E, West Palm Beach, Florida, 33406, which office may be changed from time to time by action of the Board of Trustees.

ARTICLE 3.

Purposes

(1) This corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to:

- (a) foster programs of law-related education for students and adults, including where appropriate publications, workshops and related programs;
- (b) encourage and promote legal assistance to the poor and to disadvantaged groups;
- (c) support and promote programs and projects having as their purpose the improvement of the administration of justice and the dissemination of information to the general public so as to promote a better understanding of the judicial system;
- (d) awards grants for scholarships and fellowships for persons and purposes related to the improvement of the legal profession;
- (e) support continuing education programs, particularly programs of an experimental nature or of general interest to the entire legal profession in the community and which are not self supporting;
- (f) establish and maintain a legal information center for the general public; and;
- (g) to take any other action which, from time to time, shall seem appropriate to the Trustees of this corporation and which shall further the said purposes.

(2) No part of the net earnings of this corporation shall inure to the benefit of any Trustee, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purpose), and no Trustee or officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not

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participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(4) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the code and the regulations issued thereunder, and no Trustee, officer, or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 4.

Members

Membership in this corporation shall be composed of members of the Palm Beach County Bar Association, Inc. and the Trustees of the corporation who pay the dues set forth by the Board of Trustees.

ARTICLE 5.

Duration

This corporation shall have perpetual existence.

ARTICLE 6.

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1601 Delvedere Road, Suite 302 E, West Palm Beach, Florida, and the name of this corporation's initial registered agent at such office shall be Patience Burns. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7.

Incorporator

The name and residence address of the incorporator is Manuel Farach, 777 S. Flagler Drive, Suite 1601 West Tower, West Palm Beach, Florida 33401.

ARTICLE 8.

Board of Trustees

The corporation shall have no more than ten (10) Trustees, including the Immediate Past President of the Palm Beach County Bar Association, Inc. The number of Trustees may be increased or decreased as provided in the By-Laws. Upon expiration of the terms of office state in Article 9 below, Trustees shall be selected as provided in the By-Laws. The trustees are also the Directors.

ARTICLE 9.

Initial Members of Board of Trustees

The names and street address of the initial members of the Board of Trustees are:

Jerry Beer

1601 Belvedere Road, Suite 302E. West Palm Beach, FL 33406

Patience Burns

1601 Belvedere Road, Suite 302 E. West Palm Beach, FL 33406

Manuel Farach

1601 Belvedere Road, Suite 302 E. West Palm Beach, FL 33406

ARTICLE 10.

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Trustees of this corporation. The By-laws shall be altered, amended, or rescinded only upon two-thirds vote of the entire Board of Trustees and upon approval by the Board of Directors of the Palm Beach County Bar Association, Inc.

ARTICLE 11.

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation only upon the two-thirds vote of the entire Board of Trustees. All rights conferred upon the Members herein are subject to this reservation.

ARTICLE 12.

Indemnification

Every Trustee and every officer of this corporation shall be indemnified by his corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may become involved by reason of his or her being or having been a Trustee or officer of this corporation, whether or not he or she is a Trustee or officer at the time such expenses are incurred.

IN WITNESS WHERE OF, for the purposes of forming this Corporation under the laws of the State of Florida, the undersigned incorporator has executed these Articles of Incorporation on this 4 day of April, 2007.

Meg Allen
Manuel Farach, Esq.

By M. Allen as attorney-in-fact

Certificate of Designation Registered Agent/Office

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Patience Burns

By M. Allen as attorney-in-fact

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