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Forges, Hamlin, Knowles & Prouty

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FLORIDA PROFIT/NON PROFIT CORPORATION

ESTATE PLANNING COUNCIL OF MANATEE COUNTY, FLORIDA

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
ESTATE PLANNING COUNCIL OF
MANATEE COUNTY, FLORIDA, INC.**

(In compliance with Chapter 617, F.S. (Not for Profit))

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ESTATE PLANNING COUNCIL OF MANATEE COUNTY, FLORIDA, INC.

ARTICLE II. MAILING ADDRESS & STREET ADDRESS/PRINCIPAL OFFICE

The mailing address of the corporation is Post Office Box 125, Bradenton, Florida 34206.

The street address/principal office of the corporation is 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE III. PURPOSE

This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve the business conditions among members of the Manatee County, Florida, estate planning business community, as may be more specifically set forth in the bylaws of the corporation, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) Sue and be sued;
- (b) Make contracts;
- (c) Convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real and personal;
- (d) Borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of any performance of its obligations; and

- (e) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE IV. INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent, to the fullest extent permitted by law.

ARTICLE V. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of a Board of Directors. The number of the Directors on this Corporation's Board of Directors shall initially be five (5), provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's By-Laws. Such Directors are to be elected or appointed in the manner provided for by the Corporation's By-Laws.

ARTICLE VI. MEMBERSHIP

The Membership of the corporation shall be as determined by the By-Laws.

ARTICLE VII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote of the Board of Directors.

ARTICLE VIII. TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of this corporation's initial registered office shall be Jason M. DePaola, Esquire, 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Jason M. DePaola, Esquire, 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XI. COMPENSATION AND ACTIVITIES

ARTICLE XI COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but the corporation 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 II hereof. Notwithstanding any other provisions of the articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from taxation under the Code.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets either to an organization which is exempt from federal income tax under Section 501(c)(6) of the Code, or for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on 22nd day of April, 2008.


Jason M. DePaola, Esquire, Incorporator

Prepared By:

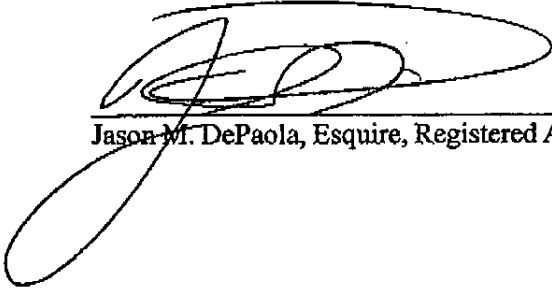
Jason M. DePaola (Florida Bar No. 0180040)
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

FAX AUDIT NO.: (((H08000106301 3)))

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ESTATE PLANNING COUNCIL OF MANATEE COUNTY, FLORIDA, INC., which is contained in the foregoing Articles of Incorporation. I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 22nd day of April, 2008.


Jason M. DePaola, Esquire, Registered Agent

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