

AUG. 26/2008 2:00PM
Division of Corporations

BUSH ROSS, P.A.

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NO800008022

Florida Department of State
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Brenda K. Holland for RKS - TBP 73.0

FLORIDA PROFIT/NON PROFIT CORPORATION

TBP ASSOCIATION, INC.

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BUSH ROSS P A

NO. 6330 P. 2



August 26, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BUSH ROSS P.A.

SUBJECT: TBP ASSOCIATION, INC.
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Tim Burch
Regulatory Specialist II
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FAX Aud. #: H08000200674
Letter Number: 708A00047498

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**ARTICLES OF INCORPORATION
OF
TBP ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I
NAME**

The name of this corporation is TBP ASSOCIATION, INC. and its principal address is 6821 Potts Road, Riverview, Florida 33569, and its mailing address is P.O. Box 2840, Tampa, Florida 33601 (the "Corporation").

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not for profit corporation, pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
PURPOSE**

This Corporation is organized exclusively to serve the educational and common professional interests of the paralegal profession and educate the public as to the role of paralegals in the legal profession within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and is not formed for pecuniary profit or financial gain of its members, officers, directors or any person. Subject to such express limitations, the Corporation's general

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activities shall be to promote the paralegal profession in the Tampa Bay, Florida area; to develop, encourage, support and maintain high standards of conduct and ethics of paralegals; and, to provide opportunities for its members to share knowledge, experience, opinions and information through discussion, study and sponsoring of events or publications that will serve the interests of its members.

The Corporation is organized exclusively for charitable, educational, and scientific purposes. The Corporation may receive, administer and distribute funds for educational and charitable purposes, within the meaning of Section 501(c)(3) and (c)(6) of the Internal Revenue Code of 1986, as amended and, to that end, the Corporation is empowered to hold any property or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office. The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual.

ARTICLE IV **MEMBERS**

The Corporation shall be organized as an entity with members that are admitted to membership in accordance with the Bylaws of the Corporation.

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ARTICLE V
REGISTERED AGENT

The registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida, 33602 and the initial registered agent of the Corporation is Bush Ross Registered Agent Services, LLC.

ARTICLE VI
BOARD OF DIRECTORS/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, as provided for in the Bylaws of the Corporation. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the members of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Leslie H. Matthews	President/Director	Office of the County Attorney 601 E. Kennedy Blvd., 27th Floor Tampa, Florida 33602
Yvonne DeAntoneo	First Vice President/Director	900 West Platt Street Tampa, Florida 33602
Juanita Serrano	Second Vice President/Director	<u>Juanita Serrano</u> <u>18332 Fernbrook Ln</u> <u>Tampa, FL 33624</u>
Janice Garren	Secretary/Director	<u>Janice L. Garren</u> <u>6301 Fletcher Rd.</u> <u>Plant City FL 33565</u>

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Kaki Odum Treasurer/Director

P.O. Box 1102
101 E. Kennedy Blvd, Ste 2700
Tampa, FL 33601

Jay S. Quigley Director

P.O. Box 976
Lutz, FL 33548

Michele Tawzer Director

307 S. Magnolia Ave
Tampa, FL 33606

Lisa Ferrara Director

Allen Dell, P.A.
202 S. Rome Ave., Ste. 100
Tampa FL 33606

Melissa Cook Director

Owens Law Group, PA
811-B Cypress Village Blvd
Ruskin, FL 33573

Brenda D. Ferrera Director

HOLLAND & Knight LLP
100 N. Tampa St. Ste. 4100
Tampa, FL 33602

Nancy L. Daniel Director

HOLLAND & KNIGHT LLP
100 N. TAMPA ST., STE 4100
TAMPA, FL 33602

ARTICLE VII BYLAWS

The Bylaws of this Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII USE OF CORPORATION FUNDS

The property of this Corporation is irrevocably dedicated to not-for-profit purposes under the Florida Not For Profit Corporation Act, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the

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benefit of any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions for its specific purposes herein above set forth. Members of this Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation.

ARTICLE IX **DISTRIBUTIONS OF ASSETS**

In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation. After paying or make provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed as determined by the Board of Directors in accordance with (i) the provisions of Chapter 617 of the Florida Statutes; (ii) as provided for under Section 501 of the Internal Revenue Code; and (iii) the purposes for which the Corporation was organized.

ARTICLE X **AMENDMENTS**

These Articles of Incorporation may be amended in the manner prescribed by Chapter 617, Florida Statutes (or the corresponding provisions of any future Florida Corporation Not for Profit Statute).

ARTICLE XI **TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE XII **INDEMNIFICATION**

Each officer, director or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she is made a party by reason of his or her being, or having been an officer, director, or employee of the corporation provided he or she acted in good faith.

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and in a manner reasonably believed to be in, or not opposed to, the best interest of the Corporation, and had no reasonable cause to believe his or her conduct was unlawful.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation on this 25th day of ^{August}~~June~~, 2008.

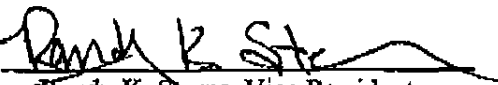

Randy K. Stern

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 

Randy K. Sterns, Vice President