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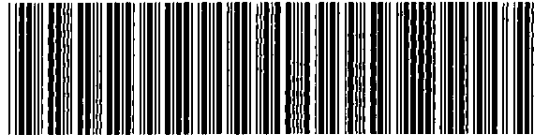
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2009 APR -6 A 8:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR -8 2009  
D. A. WHITE

**PRESSER &  
GOLDSTEIN**

Melanie Bosman Stocks National Association of Asset Protection Attorneys  
Paralegal  
P: 561.953.1050  
F: 451.953-1940  
E: [ms@assetprotectionattorneys.com](mailto:ms@assetprotectionattorneys.com)

**VIA FEDEX**

March 30, 2009

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301


Re: Articles of Incorporation  
National Association of Asset Protection Attorneys, Inc.

Dear Sir or Madam:

Enclosed please find two copies of Articles of Incorporation of National Association of Asset Protection Attorneys, Inc., a not for profit corporation, which we would ask that you file in the records of the Secretary of State of Florida.

Additionally enclosed is this firm's check in the amount of \$70.00 representing the filing fee for the Articles.

Please return a filed-stamped copy in the enclosed return envelope. If you have any questions, please call or e-mail. Thank you for your assistance.

Sincerely,  
  
Melanie Bosman Stocks

/mbs  
Enclosures

Reply to:  
Presser Goldstein, LLC  
1200 N. Federal Highway • Suite 200  
Boca Raton, Florida 33432-2813

60 State Street • Suite 700  
Boston, Massachusetts 02109-1802  
P: (617) 619-3638

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

2009 APR -6 A 8:21

**NATIONAL ASSOCIATION OF ASSET PROTECTION ATTORNEYS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Chapter 617 of Title 36 of the Florida Statutes (the "Florida Not for Profit Corporation Act"), states as follows:

FIRST: The name of the Corporation is: National Association of Asset Protection Attorneys, Inc. (the "Corporation").

SECOND: The principal office of the Corporation is: 368 South Military Trail, Deerfield Beach, Florida 33442.

THIRD:

- A. (i) The Corporation is organized exclusively as a business league under section 501(c)(6) of the Internal Revenue Code.
- (ii) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation 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)(6) 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.
- (iii) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

- B. The purpose of the Corporation includes, but is not limited to, establishment of a network of legal professionals practicing in the area of asset protection law and facilitation of on-going educational programs and forums for the exchange of best practices.

FOURTH: The Corporation is to have the following classes of members:

- A. Charter Members
- B. Regular Members
- C. Associate Members

FIFTH: The Corporation's initial registered office address which is the business address of the initial registered agent is: 368 South Military Trail, Deerfield Beach, Palm Beach County, Florida 33442. The name of the Florida registered agent is Melanie Bosman Stocks.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation, subject to any specific limitation on such power provided by any By-Laws adopted by the members.

SEVENTH: Elections of directors need not be by written ballot, and shall be conducted as provided in the By-Laws of the Corporation.

EIGHTH: The members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Arnold S. Goldstein, Ph.D.	Presser Goldstein, LLC 368 South Military Trail Deerfield Beach, Florida 33442
Hillel L. Presser, Esq.	Presser Goldstein, LLC 1200 N. Federal Highway, Suite 200 Boca Raton, FL 33432
Leslie Share, Esq.	Packman Neuwahl & Rosenberg 1500 San Remo Avenue, Suite 125 Coral Gables, FL 33146
David Henderson, C.P.A., J.D., LL.M	Duggan Bertsch, LLC 303 W. Madison Street, 10 <sup>th</sup> Floor Chicago, IL 60606-3309

Peter Strauss

The Jade Building, Suite 400  
52 New Orleans Road  
PO Drawer 14  
Hilton Head Island, SC 29938

Elizabeth Zagajeski, Esq.

Law Offices of Gary L. Fales &  
Associates  
6900 Westcliff Drive, Suite 705  
Las Vegas, NV 89145

NINTH: The Corporation is to have perpetual existence.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are granted subject to this reservation.

ELEVENTH: A. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under §617.0834 of the Florida Not for Profit Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Not for Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act, as so amended. Any repeal or modification of this Section A by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. Each person who was or is made a party or is threatened to be made a party to or is or was involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Not for Profit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer,

employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section C of this Article Eleventh with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Florida Not For Profit Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of any undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section B or otherwise.

C. If a claim under Section B of this Article Eleventh is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the Florida Not for Profit Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Not for Profit Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article Eleventh shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Law, agreement, vote of members or disinterested directors or otherwise.

E. The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, providing a trust fund, letter of credit or self-insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expenses, liability or

loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Not for Profit Corporation Act.

F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any agent of the Corporation to the fullest extent of the provisions of this Article Eleventh with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

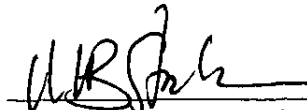
THE UNDERSIGNED incorporator, for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act, makes these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand and seal this 30th day of March, 2009.



Melanie Bosman Stocks, Incorporator

*Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Date: March 30, 2009



Melanie Bosman Stocks

**FILED**  
2009 APR -6 A 8:21  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA