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DESTABLE OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

SECRETARY OF STATE





# **COVER LETTER**

Department of State New Filing Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Floridians for fair and impartial courts, Inc. (PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)
Enclosed are an original and one (1) copy of the articles of incorporation and a check for:
\$70.00 \$78.75 Filing Fee & Certificate of Status  \$78.75 \$87.50 Filing Fee & Filing Fee, & Certificate of Status  \$60.00 \$78.75 Filing Fee & Filing Fee, & Certificate Copy & Certificate of Status
ADDITIONAL COPY REQUIRED
FROM: Meyer Brooks Demma & Blown Name (Printed or typed)
131 N. gadsden St.
Tallahassee, FL 32302 City, State & Zip
(850) 878-5212 Call when Daytime Telephone number
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

AFFROYED AND FILED

## ARTICLES OF INCORPORATION

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<u>OF</u>

# FLORIDIANS FOR FAIR AND IMPARTIAL COURTS, INC. LANGUE FLORID

The undersigned subscribes to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further states as follows:

## ARTICLE I

## Name and Principal Place of Business

The name of the corporation is the "Floridians for Fair and Impartial Courts, Inc." The initial principal place of business is: Suite 4900, 200 South Biscayne Boulevard, Miami, Florida 33131-2352.

## <u>ARTICLE II</u>

**Duration** 

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

#### ARTICLE III

<u>Purposes</u>

This corporation is organized as a charitable, educational and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established for educational purposes, including but not limited to the following:

1. To educate the public about the importance of maintaining the Florida judicial system as a co-equal branch of State government;

- 2. To provide research concerning the impact of legislation and other efforts which could compromise the impartiality of Florida's judicial branch of government;
- 3. To educate the public about the importance of maintaining the fair and impartial administration of justice;
- 4. To disseminate research findings and statistical information relevant to administration of the judicial system in Florida;
- 5. To raise adequate funds from individuals, foundations, businesses, associations and other entities to support the corporation's activities consistent with these purposes and as permitted for an organization exempt pursuant to Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended; and
- 6. To transact any and all other lawful business activities permitted of a corporation not-for-profit established under the Florida Not-for-Profit Corporation Act, and to distribute the whole or any part of the income and principal derived from such activities exclusively for charitable, religious, scientific, literary or educational purposes, either directly or through contributions to other organizations which qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

#### <u>ARTICLE IV</u>

#### Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, 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 III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

# ARTICLE V

Membership in Floridians for Fair and Impartial Courts, Inc. shall be as set forth in classifications as determined in the bylaws of the corporation. There shall be an annual meeting of the members of the corporation.

## **ARTICLE VI**

The street address and city of the registered office of the corporation is:

Suite 4900 200 South Biscayne Boulevard Miami, Florida 33131-2352

The name of the initial registered agent at such address is Raoul G. Cantero, Esquire.

# ARTICLE VII

Board of Directors

The affairs of the corporation shall be managed between meetings of the membership by a Board of Directors which shall consist of no fewer than three members. The number and method of selection of

member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes. Board members shall serve two year terms and may serve for successive renewal terms without limitation.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

# ARTICLE VIII Officers

The corporation shall have such officers as may be provided for in the bylaws. The manner of selection of officers shall also be provided for in the bylaws. The corporation shall have at least the following officers:

- President/Chairman
- Secretary
- Treasurer

Any one individual may hold more than one office in the corporation. Duties of officers shall be described in the bylaws.

# ARTICLE IX Indemnification of Officers and Directors

As provided in the bylaws, officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be

turned over to one or more organizations which themselves are exempt as organizations described in

Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any

prior or future United States Internal Revenue law or to the federal, state or local government to be used

for exclusively public purposes.

Amendment of these articles shall require the approval of a two-thirds vote of the Board of

Directors at a meeting of the Board. At least thirty (30) days prior to the Board meeting, the text of any

proposed amendments shall be furnished to the directors of the corporation. The membership of the

corporation may alter or rescind a proposed amendment by majority vote of those members present at the

annual business meeting or by mail ballot furnished to the membership as provided in the bylaws and

decided by majority vote.

**Incorporators** 

The name and address of the incorporator subscribing to these Articles of Incorporation are set

forth below:

Raoul G. Cantero, Esquire

**Suite 4900** 

200 South Biscayne Boulevard

Miami, Florida 33131-2352

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IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.

## **ACCEPTANCE BY REGISTERED AGENT**

Raoul G. Cantero, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, <u>Florida Statutes</u>, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: Suite 4900, 200 South Biscayne Boulevard, Miami, Florida 33131-2352.

RAOUL G. CANTERO