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FLORIDA PROFIT/NON PROFIT CORPORATION
Bankruptcy Law Educational Series Foundation, Inc.

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December 31, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: BANKRUPTCY LAW EDUCATIONAL SERIES FOUNDATION, INC.
REF: W12000063828

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

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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Thomas Chang
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**ARTICLES OF INCORPORATION
OF
BANKRUPTCY LAW EDUCATIONAL SERIES FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be BANKRUPTCY LAW EDUCATIONAL SERIES FOUNDATION, INC. (the "Corporation" or "BLES").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of BLES is 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801. The mailing address of BLES is Bankruptcy Law Educational Series Foundation, Inc., c/o Central Florida Bankruptcy Law Association, P.O. Box 2295, Orlando, Florida 32802.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, educational, or literary purposes, including but not limited to, (1) foster bankruptcy legal education in the Middle District of Florida; (2) provide attorney representation to qualifying persons seeking bankruptcy protection on a pro bono basis in the Middle District of Florida; and (3) organize and sponsor other public service projects relating to the practice of bankruptcy in the Middle District of Florida, to the extent that such purposes qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is Roy S. Kobert.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be six.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial voting members of the Board of Directors for 2013 are:

Name

Street Address

Paul A. Giordano
on behalf of Southwest Florida
Bankruptcy Professionals Association

Roetzel & Andress, LPA
2320 1st Street
Suite 1000
Ft. Myers, FL 33901

Keith Appleby
on behalf of Tampa Bay
Bankruptcy Bar Association

Hill Ward & Henderson, P.A.
101 E. Kennedy Blvd.
Suite 3700
Tampa, FL 33602

Denise Dell-Powell
on behalf of Central Florida
Bankruptcy Law Association

Burr & Forman
200 S. Orange Avenue
Suite 800
Orlando, FL 32801

Mark S. Mitchell
on behalf of Jacksonville
Bankruptcy Bar Association

Rogers Towers, P.A.
1301 Riverplace Blvd.
Suite 1500
Jacksonville, FL 32207

F. The name and street address of the ex officio non-voting member is:

Jeffrey S. Ainsworth
on behalf of the Orange County Bar
Association, Bankruptcy Committee

Mangum & Associates, P.A.
5100 U.S. Highway 17/92
Casselberry, FL 32707

G. The name and street address of the board member who shall only be authorized to vote if the votes cast by the board result in a deadlock or tie is:

Judge Michael G. Williamson
on behalf of the United States Bankruptcy
Court, Middle District of Florida

801 N. Florida Avenue
Tampa, FL 33602

H. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Roy S. Kobert, P.A.

c/o Broad and Cassel
390 N. Orange Avenue, Suite 1400
Orlando, FL 32801

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

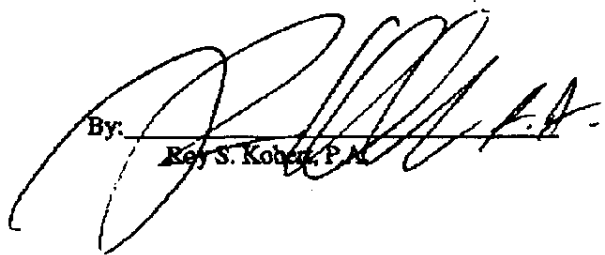
WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of December, 2012.

By

Roy S. Kobert, P.A.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of BANKRUPTCY LAW EDUCATIONAL SERIES FOUNDATION, INC.

By:  Roy S. Kobayashi, P.A.

Dated the 28th day of December, 2012.

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