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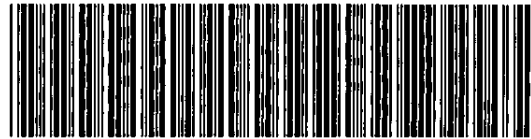
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DIVISION OF CORPORATIONS  
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## COVER LETTER

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

SUBJECT: **Sumter County Bar Association, Inc.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: **James E. Wade, III**

Name (Printed or typed)

**116 Bushnell Plaza**

Address

**Bushnell, FL 33513**

City, State & Zip

**352-568-2500**

Daytime Telephone number

**jameswade@wadelaw.us**

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION  
of  
SUMTER COUNTY BAR ASSOCIATION, INC.  
a Florida nonprofit corporation

The undersigned, for the purpose of forming a nonprofit organization under the Florida, not-for-profit corporation statute, adopt the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of this not for profit corporation is as follows: SUMTER COUNTY BAR ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE TWO  
ADDRESS

The address of the principal office and the mailing address of the Association is 116 Bushnell Plaza, Bushnell, Florida 33513.

ARTICLE THREE  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: 116 Bushnell Plaza, Bushnell, Florida 33513, and the name of its initial registered agent at that address is James E. Wade, III.

ARTICLE FOUR  
MEMBERSHIP

Qualification for membership in the Association shall be as set forth in the Bylaws.

ARTICLE FIVE  
NOT FOR PROFIT

The Association is a not-for-profit corporation under the Florida Statutes, Chapter 617. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles, under law and under Section 501(c)(7) of the United States Internal Revenue Code of 1986 (the "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or be distributable to of for the benefit of its members except to the extent permissible under these Articles, under law and under Section 501(c)(7) of the Code.

ARTICLE SIX  
DURATION

The duration of the corporation is perpetual.

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DIVISION OF CORPORATIONS  
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## **ARTICLE SEVEN PURPOSES**

The Sumter County Bar Association is formed to advance the appreciation of jurisprudence, to promote improvements in law, to facilitate the administration of justice, to uphold the standards of integrity, honor, and ethics in the legal profession, to encourage legal education, to promote a better understanding in the community of our system of jurisprudence, and to cultivate a spirit of cordiality among members of the association.

## **ARTICLE EIGHT POWERS**

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to those set forth in Florida Statutes, Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida not-for-profit corporation statute, as amended from time to time.

C. To do such other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

## **ARTICLE NINE LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, 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 Seven above (the "Purposes").

## **ARTICLE TEN TAX-EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3)

of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE ELEVEN DISSOLUTION

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, distribute all of the assets of the corporation exclusively for nonprofitable purposes in such manner as to such club, organization or organizations qualified under Section 501(c)(7) of the Code as the board of directors shall determine or exclusively for charitable, scientific or educational purposes in such manner and to such organization or organization as the board of directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such qualified organization or organizations as the court shall determine.

#### ARTICLE TWELVE BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three (3), but not more than five (5) individuals. The initial directors shall be elected by the incorporator. Thereafter, each director shall be elected in the manner and at the times set forth in the Bylaws. The names and addresses of the initial directors are as follows:

James E. Wade, III  
116 Bushnell Plaza  
Bushnell, Florida 33513

Erick D. Langenbrunner  
1028 Lake Sumter Landing  
The Villages, Florida 32162

Timothy S. Babiarz  
13940 N. US Hwy. 441, Suite 205  
The Villages, Florida 32159

Ashley Hunt  
601 S. 9<sup>th</sup> Street  
Leesburg, Florida 34748

#### ARTICLE THIRTEEN OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by the resolution of the board of directors. Each officer shall be elected by a majority vote of the board of directors (and may be removed by a majority vote of the board of directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

James E. Wade, III/President  
116 Bushnell Plaza  
Bushnell, Florida 33513

Erick D. Langenbrunner/Vice President  
1028 Lake Sumter Landing  
The Villages, Florida 32162

Timothy S. Babiarz/Secretary  
13940 N. US Hwy. 441, Suite 205  
The Villages, FL 32159

Ashley Hunt/Treasurer  
601 S. 9<sup>th</sup> Street  
Leesburg, Florida 34748

#### ARTICLE FOURTEEN INCORPORATOR

The name and street address of the Incorporator is as follows:

James E. Wade, III  
116 Bushnell Plaza  
Bushnell, Florida 33513

#### ARTICLE FIFTEEN BYLAWS

The Bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### ARTICLE SIXTEEN AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them.

#### ARTICLE SEVENTEEN INDEMNIFICATION AND CIVIL LIABILITY


The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes, Section 617.0834. It is intended that the corporation be an organization the officers and directors of which are each immune from civil liability to the extent provided under Florida law.

IN WITNESS, the undersigned have signed these articles of incorporation on this 24<sup>th</sup> day of June, 2014.

  
James E. Wade, III

# DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Sumter County Bar Association, Inc., 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.

  
\_\_\_\_\_  
James E. Wade, III  
116 Bushnell Plaza  
Bushnell, Florida 33513

6/24/2014  
Date