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Brian H. Koch Tel (954) 768-8261 Fax (954) 765-1477 Kochb@gtlaw.com

December 17, 2015

VIA UPS

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

Re: Articles of Incorporation

Federal Bar Association, Broward County Chapter, Inc.

Dear Division of Corporations,

Enclosed please find for filing the original and a copy of the Articles of Incorporation for the not-for-profit corporation Federal Bar Association, Broward County Chapter, Inc. The effective date shall be January 1, 2016.

Please also find enclosed our check for \$78.75 to cover the cost for the filing and a certified copy of the Articles of Incorporation.

Please call me if there are any questions. Thank you.

Very truly yours,

Brian H. Koch

Enc.

ALBANY **AMSTERDAM** ATLANTA **AUSTIN BOCA RATON** BOSTON CHICAGO DALLAS DELAWARE DENVER FORT LAUDERDALE HOUSTON LAS VEGAS LONDON* LOS ANGELES MEXICO CITY MIAMI MILAN" **NEW JERSEY** NEW YORK NORTHERN VIRGINIA ORANGE COUNTY **ORLANDO** PHILADELPHIA PHOENIX ROME" SACRAMENTO SAN FRANCISCO SEOUL" SHANGHAI SILICON VALLEY

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WASHINGTON, D.C.
WESTCHESTER COUNTY
WEST PALM BEACH
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GREENBERG TRAURIG MAHER LLP
**OPERATES AS
GREENBERG TRAURIG S.C.
**STRATEGIC ALLIANCE
**OPERATES AS
GREENBERG TRAURIG LLP
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**A BRANCH OF
**GREENBERG TRAURIC P.A.

FLORIDA USA

*OPERATES AS GREENBERG TRAURIG GRZESIAK SPK

ARTICLES OF INCORPORATION OF THE FEDERAL BAR ASSOCIATION, BROWARD COUNTY CHAPTER, INC.

The undersigned, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation, hereinafter referred to as the "corporation" is:

FEDERAL BAR ASSOCIATION, BROWARD COUNTY CHAPTER, INC.

ARTICLE II - PURPOSES

The purpose for which the corporation is organized is to strengthen the federal legal system and promote the sound administration of justice including the integrity, quality and independence of the federal judiciary by serving the interests and the needs of our members and the federal practitioner, both public and private, and the public they serve and to transact all other lawful business under 501(c)(6) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

This corporation is hereby established to formalize the structure of the Federal Bar Association, Broward County Chapter, which organization has been performing services in the Southern District of Florida since about 1978 as a chapter/affiliate of the Federal Bar Association based in Arlington, Virginia. The purposes of the Federal Bar Association, Broward County Chapter have remained the same and this incorporation is intended to document the establishment and perpetual existence of this chapter/organization in Florida.

ARTICLE III - POWERS

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which this corporation is organized. However, this corporation shall neither have nor exercise any power that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Internal Revenue Code or any corresponding section of any future tax code.

ARTICLE IV - MEMBERS

The conditions of membership of this corporation shall be as provided in the bylaws of the corporation.

ARTICLE V - OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors and the manner of filling vacancies on the Board of Directors shall be provided in the by-laws of this corporation. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which quorum is present shall be the act of the Directors. The Officers of the corporation shall be elected by a majority vote of the Board of Directors. The Officers shall be President, President-Elect, Vice President, Secretary, Treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The current officers of the corporation are Valorie Chavin, President/Director; Jennifer Saltz Bullock, President-Elect/Director; Brian Lerner, Vice President/Director;

Jason Slatkin, Secretary/Director; Brian H. Koch, Treasurer/Director; Phil Rothschild, Judicial Liaison/Director and Mark Levy, Immediate Past-President/Director and the other Directors are Daniel Alter, Samara Bober, Monique Brochu, Gina Cadogan, Adam Chotiner, Eric Gabrielle, Gavin Gaukroger, Kimberly Gilmour, Trevor C. Jones, Dora Kaufman, Daniel Levine, Paul Lopez, Chris Maranges, Jeffrey Neiman, Louis Reinstein, Leonard Samuels, Jon Stage, Scott Strauss and Gregory Ward.

ARTICLE VI - BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, is vested in the Board of Directors of this corporation.

ARTICLE VII - PRINCIPAL OFFICE

The principal place of business is c/o Jennifer Saltz Bullock, 200 East Las Olas Boulevard, Suite 2100, Fort Lauderdale, Florida 33301 and the mailing address of the corporation is c/o Jennifer Saltz Bullock, 200 East Las Olas Boulevard, Suite 2100, Fort Lauderdale, Florida 33301.

ARTICLE VIII - DURATION AND EFFECTIVE DATE

The period of duration of the corporation is perpetual, effective January 1, 2016.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is Jennifer Saltz Bullock, 200 East Las Olas Boulevard, Suite 2100, Fort Lauderdale, Florida 33301.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator is Brian H. Koch, Greenberg Traurig, P.A., 401 E. Las. Olas Blvd., Suite 2000, Ft. Lauderdale, Florida 33301.

ARTICLE XI - EXEMPT ORGANIZATION PROVISIONS

Notwithstanding any powers granted to the corporation by its Articles of Incorporation, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- A. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the corporation, or any private individual.
- B. No member, director or officer of the corporation, nor any private individual, shall be entitled to assets upon dissolution of the corporation, or winding up its affairs.
- C. 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 of the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors shall determine. Such disposition of assets shall be made to such organization or organizations as shall at the time qualify as an exempt organization a pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court 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 purposes.
- D. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an

organization exempt under Section 501(c)(6) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

Brian H. Koch

Signature of Incorporator

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the

appointment as registered agent and agree to act in this capacity. I further agree to

comply with the provision of all statutes relating to the complete and proper

performance of my duties, and I am familiar with and accept the obligation of my

position as register agent.

<u>| |2 | | 6 | |5</u> Date

Signature of Registered Agent