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2016 OCT 14 PM 5:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V HERRING  
OCT 17 2016

## COVER LETTER

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

**SUBJECT:** Lee County Bar Association Foundation

**(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:** Scott E. Atwood  
\_\_\_\_\_  
Name (Printed or typed)  
  
2248 First Street  
\_\_\_\_\_  
Address  
  
Fort Myers, Florida 33901  
\_\_\_\_\_  
City, State & Zip  
  
(239) 322-6370  
\_\_\_\_\_  
Daytime Telephone number

Scott@Atwoodlawfirm.com

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 15, 2016

SCOTT E. ATWOOD  
2248 FIRST STREET  
FORT MYERS, FL 33901

SUBJECT: THE LEE COUNTY BAR ASSOCIATION FOUNDATION,  
Ref. Number: W16000056501

We have received your document for THE LEE COUNTY BAR ASSOCIATION FOUNDATION, and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please list the Registered Agent name exactly as it is on our records.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 816A00017208

**ARTICLES OF INCORPORATION  
OF  
THE LEE COUNTY BAR ASSOCIATION FOUNDATION, INC.**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, this Florida Not for Profit Corporation adopts the following Articles of Incorporation:

1. **NAME.** The name of the corporation is the **Lee County Bar Association Foundation, Inc.** hereinafter referred to as the "Corporation."

2. **PRINCIPAL PLACE OF BUSINESS.** The principal place of business address shall be:

2077 First Street  
Unit 207  
Fort Myers, Florida 33901

3. **Purpose.** Subject to the restrictions and limitations hereinafter set forth, the Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Specifically, the purpose of the Corporation shall be to: (1) provide for the establishment of scholarships in accordance with the rules and regulations adopted by the Board, (2) encourage and promote education and community awareness of the law, (3) promote the provision of legal aid to the indigent, and (4) support and participate in charitable endeavors benefitting youth and/or underprivileged populations in Southwest Florida.

4. **Manner of Election.** The Directors of the Corporation shall annually be elected and appointed as further described in the Corporation's Bylaws.

5. **Initial Officers and Directors.** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting initially of the following persons:

Beverly Grady, Esq.  
Roetzel & Andress  
2320 First Street  
Suite 1000  
Fort Myers, Florida 33901

Michael Randolph  
Gray Robinson  
1404 Dean Street

Suite 300  
Fort Myers, Florida 33901

John Webb  
John Webb Legal Group, P.L.  
2261 Main Street  
Fort Myers, Florida 33901

Tulio Suarez  
Henderson Franklin  
1715 Monroe Street  
Fort Myers, Florida 33901

Kristalyn Loson  
City Attorney's Office  
City of Fort Myers  
2200 Second Street  
Fort Myers, Florida 33901

The number of Directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than five (5) nor more than twelve (12). The manner of election and appointment of Directors following the initial Board of Directors shall be as provided in the Bylaws.

**4. Initial Registered Agent.** The name and Florida street address of the Corporation's initial registered agent, is:

Lee County Bar Association, Inc.  
2077 First Street  
Unit 207  
Fort Myers, Florida 33901

**7. Restrictions.** The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 any candidates for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

(c) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

(d) To the maximum extent that limitations on the liability of trustees and officers are permitted by the Florida Not for Profit Corporation Act and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

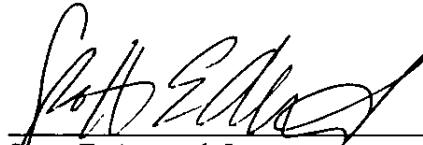
(e) To the maximum extent permitted by the Florida Nonprofit Corporation Act and the Code, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other indemnified persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of trustees, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

8. **INCORPORATOR.** The incorporator is Scott E. Atwood, whose address is 2248 First Street, Fort Myers, Florida 33901.

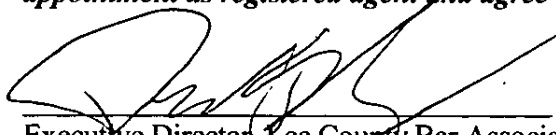
9. **MEMBERS.** The Corporation shall not have members as the term is defined in Section 617.01401(12), Florida Statute.

10. **AMENDMENT.** The Corporation reserves the right to make from time to time, by the vote or written assent of at least a majority of its directors in office, any amendments to these Articles which may now or hereafter be authorized by law.

WITNESS, the following signature this 23rd day of September, 2016

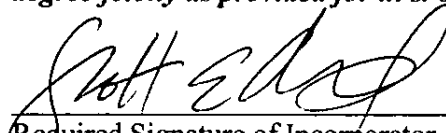
  
\_\_\_\_\_  
Scott E. Atwood, Incorporator

*Having been named as registered agent to accept service or process 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.*

  
\_\_\_\_\_  
Executive Director, Lee County Bar Association, Inc.  
Required Signature of Registered Agent

9/26/2016  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.*

  
\_\_\_\_\_  
Required Signature of Incorporator

9/23/16  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA