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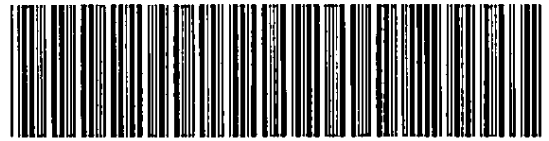
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11/13/20--01021--001 \*\*70.00

Derrick Thompson  
11/23/20

Frank A. Shepherd  
5750 Turin Street #206  
Coral Gables, Florida 33146  
305-610-6255  
fashepherd@comcast.net

November 12, 2020

*Via Federal Express*

New Filing Section  
Florida Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303

Re: Florida Legal Foundation, Inc.

To Whom It May Concern:

I attach hereto executed Articles of Incorporation for Florida Legal Foundation, Inc., a not-for-profit corporation together with a check for \$70.00 for the filing of the articles. Please file the articles and activate the corporation as a not-for-profit corporation.

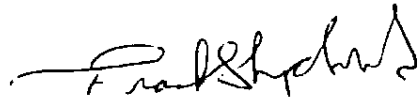
For your information, I have on this date electronically filed a Notice of Dissolution of Florida Legal Foundation, Inc., a for-profit corporation, No. P01000043255, in the records of the Florida Division of Corporations. I am the President, Secretary, Treasurer and a director of that corporation. I do not plan or intend to revoke this Notice of Dissolution. I also attach the Declaration on a separate document attached in the event you need to file it separately from this letter.

The entire purpose of this letter is to change Florida Legal Foundation, Inc., a for profit corporation that has no outstanding shares and over which I have complete control, to a non-profit corporation of the same name without losing the name to someone else. I spoke with someone at the Division and was told that the way to do it was to dissolve the for profit corporation, and transmit a new filing, filing fee at the attached declaration. I subsequently confirmed the advice.

Florida Division of Corporations  
November 12, 2020  
Re: Florida Legal Foundation, Inc.  
Page 2

If for some reason I have not accomplished this purpose, please advise me immediately at the e-mail or telephone number above.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Frank Shepherd". The signature is fluid and cursive, with a long horizontal stroke at the beginning and a sharp upward stroke at the end.

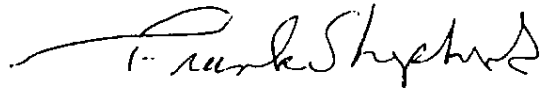
Frank A. Shepherd

FAS/emp  
Enc.

**Declaration as to Florida Legal Foundation, Inc. a for-profit corporation  
No. P01000043255, dissolved on November 12, 2020**

I, Frank A. Shepherd, do not plan or intend to revoke the dissolution of Florida Legal Foundation, Inc., No. P01000043255, in the records of the Florida Division of Corporations.

Dated this 12<sup>th</sup> day of November, 2020.

A handwritten signature in black ink, reading "Frank A. Shepherd", written over a horizontal line.

Frank A. Shepherd  
President  
Director

**ARTICLES OF INCORPORATION  
OF  
FLORIDA LEGAL FOUNDATION, INC.**

The undersigned, acting as incorporator of Florida Legal Foundation, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

Florida Legal Foundation, Inc.

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

The initial mailing address of the corporation, and the address of the corporation's initial principal office, is 5750 Turin Street #206, Coral Gables, Florida 33146.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation shall have no capital stock and shall not organize for the purpose of pecuniary gain or profit. It shall further be organized as a Section 501 (c) (3) tax exempt organization pursuant to the United States Internal Revenue code of 1986.

The purposes for which the corporation is organized are: to promote the advancement of limited government, separation of powers, rule of law, individual rights, free enterprise and personal responsibility through litigation and advocacy in the State of Florida; to promote programs designed to increase public awareness and understanding of these principles; to encourage the public to give support, financial and otherwise, to the purposes of the corporation; to cooperate with organizations with similar interests around the United States, and, in general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

In no event shall the corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as hereinafter amended, and the applicable rules and regulations thereunder.

## **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5750 Turin Street #206, Coral Gables, Florida 33146, the name of the corporation's initial registered agent at that address is Frank A. Shepherd.

## **ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Frank A. Shepherd	5750 Turin Street #206 Coral Gables, Florida 33146

## **ARTICLE VII. OFFICERS AND DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors which may consisting of not less than three (3) nor more than thirty (30) persons. The number of directors shall be fixed in the bylaws of the corporation. Annual elections will be held on the 31<sup>st</sup> day of December of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the existing Directors of the corporation, who may be in attendance or present by proxy or video conference. The initial Board of Directors shall be as follows:

Frank A. Shepherd  
5750 Turin Street #206  
Coral Gables, Florida 33146

Jefferson Knight  
5975 Sunset Drive, Suite 502  
South Miami, Florida 33143

Thomas Spencer  
1151 Wetland Ridge Circle  
Middleburg, Florida 32068

The officers of the corporation shall be selected by the Board of Directors and shall consist of a President, Secretary, Treasurer, and such other officers or assistant officers as may be provided in the bylaws of the corporation. Each officer shall serve for such term as determined by the Board of Directors. An officer may hold more than one office if not contrary to law. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired.

### **ARTICLE VIII. BYLAWS**

The Bylaws of the corporation shall be initially approved by the Board of Directors, and thereafter may be altered, amended, or repealed by a majority vote of the Board of Directors at a duly called meeting for that purpose in accordance with the Bylaws.

### **ARTICLE IX. AMENDMENTS**

These Articles of Incorporation, including any provision thereof, may be amended, altered, changed or repealed by the Board of Directors in the manner provided by law.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of November, 2020.

A handwritten signature in cursive script, reading "Frank Shepherd", written over a horizontal line.

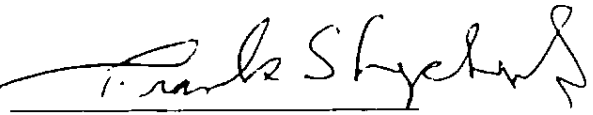
Frank A. Shepherd

### ACCEPTANCE OF REGISTERED AGENT

Florida Legal Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office at 5750 Turin Street, #206, Coral Gables, Florida 33146, County of Miami-Dade, as indicated in the Articles of Incorporation, has named Frank A. Shepherd as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes. The undersigned is familiar with, and accepts, the obligation provided under such statute relative to keeping open the registered office and providing records.

By:   
Frank A. Shepherd