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**FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA ASSOCIATION OF LEGAL RECRUITMENT**

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**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF LEGAL RECRUITMENT ADMINISTRATORS INC.**

The undersigned, acting as the incorporator of Florida Association of Legal Recruitment Administrators Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(6) of the Internal Revenue Code of 1986, including its regulations, all as amended from time to time ("Internal Revenue Code"), submits the following Articles of Incorporation.

I.

NAME

The name of this corporation (the "Corporation") is: Florida Association of Legal Recruitment Administrators Inc.

II.

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation is: 100 Tampa Street, Suite 4100, Tampa, Florida 33602, Attention: Precillia Soares.

III.

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

IV.

PURPOSES

The Corporation is organized and will be operated exclusively to promote and represent the common business interests of and improve business conditions among members of the Corporation, within the meaning of Section 501(c)(6) of the Internal Revenue Code. In furtherance of such purposes, the Corporation is authorized to: (a) promote professional development among its members by hosting regular meetings, educational programs, instructive panels and social networking events designed to create a forum for ideas and foster a network of camaraderie within the legal industry; (b) improve the legal recruitment process; (c) embrace and promote diversity in the legal profession; and (d) perform activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall operate at all times and in such a way that will allow the Corporation to continue to qualify as an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any subsequent United States internal revenue law, and shall not carry on any activities not permitted to be carried on by any organization exempt from federal income under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any subsequent United States internal revenue law.

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V.**MEMBERSHIP**

The Corporation shall have one class of members, with the rights, obligations and duties provided in the Bylaws.

VI.**DIRECTORS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors.

The names and addresses of the initial directors are as follows:

Name	Address
Precillia Soares	Holland & Knight LLP 100 North Tampa Street, Suite 4100 Tampa, Florida 33602
Elba Valdes	Holland & Knight LLP 701 Brickell Avenue, Suite 3300 Miami, Florida 33131
Jill Backer	Ave Maria School of Law 1025 Commons Circle Naples, Florida 34119
Lourdes Fernandez	St. Thomas University College of Law 16401 NW 37 th Avenue Miami Gardens, Florida 33054
Alisa Duke	Florida State University College of Law 425 W. Jefferson Street Tallahassee, Florida 32306

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The rights, obligations and duties of the Board of Directors will be as provided in the Bylaws. The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the Bylaws.

VII.**DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION**

VII.1. Compensation. A director or officer of the Corporation may receive (but in no event shall the Corporation be required to pay) reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services

are reasonable and necessary to carrying out the purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Despite any other provision in these Articles, however, the Corporation will not make any payment that constitutes "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code.

VII.2. Indemnification. Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

VII.3. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its directors or officers, (ii) any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and despite his or their participation in such action. The fact of such interest must be disclosed to or known by the Board of Directors and the Board of Directors may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board of Directors of the Corporation.

VIII.

LIMITATIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

VIII.1. No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the purpose of promoting the members' common business interests, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's promotion of members' common business interests as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(6) of the Internal Revenue Code.

VIII.2. Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

IX.

DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code, or by transferring such assets to recognized charitable organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to

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such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

X.

AMENDMENTS

The power to adopt, alter, amend, or repeal these Articles of Incorporation of the Corporation is vested in the Board of Directors.

XI.

REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process is Precillia Soares. The street address of the initial registered agent of the Corporation is 100 N. Tampa Street, Suite 4100, Tampa, Florida 33602.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 14th day of June, 2022.

/s/ Precillia Soares

Precillia Soares, Incorporator
100 N. Tampa Street, Suite 4100
Tampa, Florida 33602

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN
ARTICLES OF INCORPORATION**

WITNESSETH:

That Florida Association of Legal Recruitment Administrators Inc., desiring to organize under the laws of the State of Florida, has named Precillia Soares as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 100 N. Tampa Street, Suite 4100, Tampa, Florida 33602, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 14th day of June, 2022.

/s/ Precillia Soares

Precillia Soares

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