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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
TRIAL EDUCATION, INC.

FILED
2024 MAY 10 PM 3:46
CLERK OF DISTRICT COURT
FLORIDA 13th JUDICIAL CIRCUIT

The undersigned acting as the authorized representative of TRIAL EDUCATION, INC., a Florida, not-for-profit corporation, hereby files these Amended and Restated Articles of Incorporation which shall amend and restate the Articles of Incorporation filed on April 26, 2024, in their entirety under Document Number N24000005107.

ARTICLE I - Name

The name of the Corporation shall be TRIAL EDUCATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and the address of the principal office of the Corporation is 201 South Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE III - Purpose

A. The Corporation is formed for the following purposes:

3.1.1 Promoting trial advocacy training for attorneys representing people and groups fighting for social justice and protecting everyday Americans in their professional and personal lives.

3.1.2 Offering free practical training in various trial methods and techniques.

3.1.3 Educating attorneys in all phases of trial advocacy.

3.1.4 Educate and it is organized exclusively for charitable and educational purposes primarily for the purposes of seeking, obtaining, and cultivating revenues to be used for developing and expanding educational opportunities for trial attorneys in Florida.

B. The Corporation is organized and shall be operated for purposes for which a not for profit corporation may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder. The Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Code Section 501(c)(6). Any reference in these Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law. It is the Corporation's intent that it qualify as a "business league" pursuant to Code Section 501(c)(6).

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Section 501(c)(6). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall be permitted. No member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

D. In the event of dissolution, the residual assets of the Corporation shall be distributed to one or more organizations as shall be deemed by the Board of Directors to qualify as devoted to the Code Section 501(c)(6) purposes of the Corporation or a 501(c)(3) organization.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent is Keith C. Durkin, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
C. RICHARD NEWSOME	201 South Orange Avenue, Suite 1500 Orlando, Florida 32801

MARCIA NEWSOME 201 South Orange Avenue, Suite 1500
Orlando, Florida 32801

FRANK MELTON 201 South Orange Avenue, Suite 1500
Orlando, Florida 32801

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII – Authorized Representative

The name and street address of the authorized representative signing these Articles is:

<u>Name</u>	<u>Street Address</u>
KEITH C. DURKIN	200 South Orange Avenue, Suite 2300 Orlando, Florida 32801

ARTICLE VIII - Members

The Corporation shall have Members. Members shall be restricted to attorneys licensed to practice in a jurisdiction located in the United States of America. Other qualifications of members, the manner of their admission and their rights and duties shall be prescribed from time to time by the Bylaws and by the Board of Directors of the Corporation. Acceptance of membership in the Corporation shall constitute an agreement on the part of a member to adhere to the Bylaws, policies and procedures adopted by the Board of Directors. Any member may resign from the Corporation upon written notice to the Board of Directors.

ARTICLE IX - Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the directors may deem necessary from time to time, unless otherwise provided in the Bylaws. The Bylaws may contain any provision for the regulation and management of the Corporation's affairs that is not inconsistent with the Colorado Revised Nonprofit Corporation Act or these Articles of Incorporation.

ARTICLE X - Dissolution

A. 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt

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purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) or 501(c)(6) of the Code.

(SIGNATURES ON FOLLOWING PAGE)

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WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 2024.

Keith Durkin

KEITH C. DURKIN, Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of the TRIAL EDUCATION, INC.

Dated May 8, 2024.

Keith Durkin

KEITH C. DURKIN