

KIRKPATRICK & LOCKHART

MIAMI CENTER-SUITE 200  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33133

TELEPHONE (305) 331-1100  
FACSIMILE (305) 331-1100

BOSTON, MA  
HARRISBURG, PA  
NEW YORK, NY  
PITTSBURGH, PA  
WASHINGTON, DC

N95000000831

February 17, 1995  
Secretary of State of Florida  
Corporations  
P O Box 6327  
Tallahassee, Florida 32314

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-02/20/95--01106--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Assistant State Attorneys Alumni Association, Inc.

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared to effect the incorporation of Assistant State Attorneys Alumni Association, Inc., a proposed Florida corporation not for profit. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 52.50
Certified Copy	35.00
Registered Agent Fee	35.00
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation with this matter.

Sincerely,

Kirkpatrick & Lockhart

Jan Blanck,  
Lawyer's Assistant to  
Dennis A. Nowak

145A-7697

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF ASSISTANT STATE ATTORNEYS ALUMNI ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, acting as incorporator of ASSISTANT STATE ATTORNEYS ALUMNI ASSOCIATION, INC., a Florida corporation not for profit, adopts the following articles of incorporation in accordance with Section 617.0202 of the Florida Not for Profit Corporation Act:

**Article I. Name.**

The name of the Corporation is Assistant State Attorneys Alumni Association, Inc., a Florida corporation not for profit.

**Article II. Principal Office/Mailing Address.**

The address of the principal office and the mailing address of the Corporation is c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

**Article III. Term.**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**Article IV. Incorporator.**

The name and street address of the incorporator are as follows:

Dennis A. Nowak	c/o Kirkpatrick & Lockhart
	Suite 2000
	201 South Biscayne Boulevard
	Miami, Florida 33131

**Article V. Purpose.**

This corporation is formed for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the corporation is specifically organized to assist in the improvement of the judicial system.

To the extent a corporation described by Section 501(c)(3) of the Internal Revenue Code of 1986 is permitted to do so, the corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the corporation is not required to remit or distribute any part of its funds to any other organization.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; not shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **Article VI. Activities Not Permitted.**

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Law.

#### **Article VII. Dedication and Distribution of Assets.**

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes) and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

#### **Article VIII. Initial Board of Directors.**

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of directors of the corporation may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

Dennis A. Nowak	c/o Kirkpatrick & Lockhart Suite 2000 201 South Biscayne Boulevard Miami, Florida 33131
Daniel A. Casey	c/o Kirkpatrick & Lockhart Suite 2000 201 South Biscayne Boulevard Miami, Florida 33131

Don L. Horn

200 SE First Street  
Suite 1100  
Miami, Florida 33131

#### Article IX. Indemnification.

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having been a director or officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled a matter of law.

#### Article X. Membership.

The membership of this corporation shall consist of all persons named herein as directors and all other persons as, from time to time hereafter, may be elected to membership by the board of directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The directors shall from time to time prescribe the manner in which application may be made for membership, and members may be admitted by the board of directors only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the bylaws.

#### Article XI. Election of Directors.

The method of election of directors of the corporation shall be as stated in the bylaws.

#### Article XII. Bylaws.

The board of directors of this corporation may provide such bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the bylaws may be amended, altered or rescinded by majority vote of the directors present at any regular or special meeting called for that purpose, subject to the limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by members of the corporation.


**Article XIII. Amendments to Articles of Incorporation.**

An amendment to these articles of incorporation may be proposed by any director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members.

**Article XIV. Initial Registered Agent and Office.**

The name and address of the initial registered agent of this corporation are Dennis A. Nowak, c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

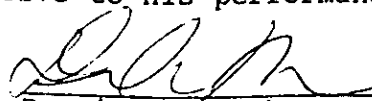
In Witness Whereof, the undersigned Incorporator has signed these Articles of Incorporation, this 17th day of February, 1995.

  
Dennis A. Nowak,  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

In accordance with the terms of Section 617.0501 of the Florida Not for Profit Corporation Act, the undersigned, having been named in the foregoing Articles of Incorporation as registered agent of Assistant State Attorneys Alumni Association, Inc., hereby accepts the appointment as registered agent and agrees to accept service of process on behalf of the Corporation and to comply with the terms of any and all statutes relative to his performance as registered agent.

Date: February 17th, 1995

  
Dennis A. Nowak