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ACCOUNT NO. : 072100000032

REFERENCE : 566485 869010

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 27, 1995

ORDER TIME : 11:17 AM

ORDER NO. : 566485

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connors - 869010  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: THE TRUST BAR ASSOCIATION  
INCORPORATED

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN MAR 28 1995

FILED  
95 MAR 27 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR  
THE TRUST BAR ASSOCIATION INCORPORATED  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
95 MAR 27 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribes to these Articles of Incorporation, each a natural person competent to contract, and hereby associate themselves together to form a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation ("Corporation") shall be:

THE TRUST BAR ASSOCIATION INCORPORATED

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be:

410 Ware Boulevard, Suite 702  
Tampa, Florida 33619

**ARTICLE IV - PURPOSE**

The purpose of the Corporation is as follows:

A. This Corporation is a not for profit corporation organized under Chapter 617, Florida Statutes. The specific purposes for which the Corporation is organized are:

- (1) To promote the common professional and business interests of attorneys, including by activities that will foster a positive public attitude regarding the legal profession and the system of justice;
- (2) To maintain and promote the standards of ethical conduct and professionalism in the practice of law;
- (3) To assist and promote the interest of the legal profession generally;
- (4) To further educational work and achievement in the field of law, including by conducting seminars, symposiums, lectures and lectureships;
- (5) To improve relations among members of the Bar, the judiciary and the public.
- (6) To encourage and cultivate free intercourse, social activity, and good fellowship among the members of The Trust Bar Association.
- (7) To disseminate information and promote knowledge about the legal environment.

B. In furtherance of the foregoing, the Corporation shall be authorized:

- (1) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any

person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation, to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws

(2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(3) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(4) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all

the rights, powers and privileges of ownership

(6) To contract and be contracted with, and to sue and be sued.

(7) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

(8) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

(9) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(10) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

- C Provided, however, that the activities of the Corporation shall be consistent with Section 501(c)(6)<sup>1</sup> of the Internal Revenue Code. The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or members; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

#### **ARTICLE V - MEMBERSHIP**

The conditions of membership of this Corporation shall be as provided in the bylaws of this Corporation.

#### **ARTICLE VI - BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The Board of Directors shall number not less than three (3), as shall be determined and fixed by the Board of Directors at their annual meeting or at any special meeting of the Board of Directors called for that purpose. The initial Directors shall consist of:

Stanley J. Reynolds

410 Ware Boulevard, Suite 702  
Tampa, Florida 33619

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<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Maurice J Reynolds

1304 Wilkinson Drive  
Plant City, Florida 33619

Brenda E Reynolds

8816 Riverlachen Way  
Riverview, Florida 33569

A. Election and Term. The Directors of the Corporation, including the Directors named herein, shall hold office for a four year term. At the annual meeting of the Board of Directors during the year in which any four year term will expire, the Directors shall elect successor Directors to hold office for the succeeding four year term, or the Directors may re-elect any current Directors for another term, by the affirmative vote of the majority of the Directors. Each Director shall hold office for the term for which he (or she) is elected and until his (or her) successor shall have been elected and qualified or until his (or her) earlier resignation, removal from office or death. Any vacancy occurring in the Board of Directors, including any vacancies created by reason of any increase in the number of Directors shall be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Board of Directors.

B. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as (and immediately following) each annual meeting of Members, for the purpose of the election of Directors or Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all the Directors.

C. Regular Meetings. Regular meetings of the Board of Directors may be held without notice, and at such time and at such place as shall be determined from time to time by the Board of Directors

D. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board (if there is one), or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

E. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting.

F. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken signed by all of the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

G. Notice And Waiver. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally, by mail, telegram, facsimile transmission, or personal delivery, to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered by the telegraph company. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when transmitted.



Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

II. Quorum And Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

I. Removal. At any meeting of Directors called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Directors. New Directors may be elected by the Directors for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted.

J.. Presumption Of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he (or she) votes against such action or abstains from voting because of an asserted conflict of interest.

#### **ARTICLE VII - BOARD OF GOVERNORS**

The Board of Governors shall consult with and advise the Officers and Executive Director in the management of their affairs, and shall have and may exercise, to the extent provided by resolution of the Board of Directors, such powers of the Board of Directors as can be lawfully delegated by the Board of Directors. The number of Governors shall be determined by the bylaws. The Board of Governors shall be elected by the Voting Members (as defined by the bylaws) at the first annual meeting of Voting Members and at each annual meeting thereafter.

#### **ARTICLE VIII - OFFICERS**

The officers of the Corporation shall consist of a President, Secretary, Treasurer, and Executive Director. Other officers may be provided for in the Bylaws. The President, Secretary, and Treasurer shall be elected by the Voting Members (as defined by the bylaws) at the first annual meeting of Voting Members and at each annual meeting thereafter. The Executive Director shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the bylaws. The Executive Director shall be the full-time executive officer of the Corporation.

#### **ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

The Prentice-Hall Corporation System, Inc.  
1201 Hays Street, Suite 105  
Tallahassee, Florida 32301

#### ARTICLE X - INCORPORATORS

The names and the street addresses of the incorporators for these articles of incorporation is are.

Stanley J. Reynolds	410 Ware Boulevard, Suite 702 Tampa, Florida 33619
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Brenda E. Reynolds	8816 Riverlachen Way Riverview, Florida 33569
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Maurice J. Reynolds	1304 Wilkinson Drive Plant City, Florida 33619
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#### ARTICLE XI - DUES

Provision for payment of dues by Members, if any, shall be determined by the bylaws.

#### ARTICLE XI - NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws

#### ARTICLE XII - BY LAWS AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the bylaws

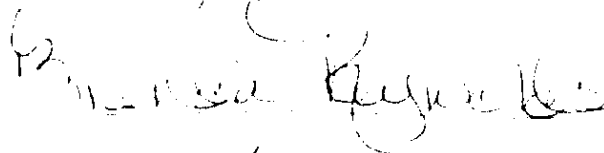
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this  
21 day of March, 1995

Signature(s) of Incorporator(s)



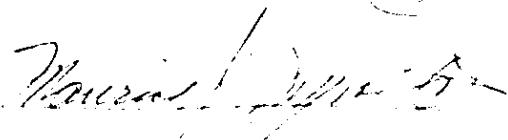
Stanley J. Reynolds

Typed name of incorporator signing



Brenda Reynolds

Typed name of incorporator signing



Maurice J. Reynolds

Typed name of incorporator signing

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:

Marcia A. Havner  
Marcia A. Havner, Assistant Secretary

Date: March 24, 1995