

No 950000289

RECEIVED
STATE OF FLORIDA
DEPARTMENT OF STATE
MAY 11 1995

April 27, 1995

Florida Department of State
Division of Corporations
The Capital
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

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-05/01/95--01048--009
++++85.00 +++++85.00

RE: ARTICLES OF INCORPORATION TO BE FILED FOR
ASK-A-LAWYER FOUNDATION, INC. (A Nonprofit Corporation)

Dear Sirs:

Enclosed please accept, for filing, the notarized Articles of Incorporation for ASK-A-LAWYER FOUNDATION, INC., which has been designated as a Florida Nonprofit Corporation.

A check in the amount of \$85.00 has been enclosed as payment for the \$70.00 filing fee, including an \$8.75 fee for a Certificate of Status. We realize that an overpayment of \$6.25 has been included, and our intent is to send additional monies for a return of a certified copy of the Articles. However, please complete the filing.

At your earliest opportunity, please file the Articles of Incorporation and forward the Certificate of Status to Gary T. Metz, Registered Agent, located at 701 E. South Street, Orlando, Florida 32801. Should you have any questions, please feel free to contact us at (407)894-2233.

Your prompt attention to this matter will certainly be appreciated.

Sincerely,

Gary T. Metz
Incorporator/Registered Agent
ASK-A-LAWYER FOUNDATION, INC.
701 E. South Street
Orlando, Florida 32801

cc 6/5/95
cc 6/15/95
cc 6/27/95
cc 7/11/95
cc 7/11/95
cc 7/11/95

/gtm

Enclosures: (Articles of Incorporation With Registered Agent Designation - 6 Pages)

(Check in the amount of \$85.00)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1995

GARY T. METZ
701 E. SOUTH STREET
ORLANDO, FL 32801

SUBJECT: ASK-A-LAWYER FOUNDATION, INC.
Ref. Number: 000001469150

We have received your document for ASK-A-LAWYER FOUNDATION, INC. and check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 295A00021702

MAY 10, 1995

Dear Ms. Buckley:

*AS YOU REQUESTED, PLEASE FILE
THE ENCLOSED ARTICLES OF INCORPORATION
AND ACCEPTANCE OF REGISTERED AGENT.
PLEASE FORWARD ONLY A CERTIFICATE
IN GOOD STANDING.*

SINCERELY

0
FILED
MAY 11 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASK-A-LAWYER FOUNDATION, INC.
(a Florida Nonprofit Corporation)

ARTICLE I

CORPORATE NAME

The name of this corporation is ASK-A-LAWYER FOUNDATION, INC.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to Florida Corporation Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) for the advancement of educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (b) to inform the uninformed, namely those members of our community living with HIV/AIDS. Our primary goal is to provide a legal educational forum to members of this special group to include, but not limited to, ASK-A-LAWYER SEMINARS (presented by attorneys) dealing with

legal issues directly and indirectly relating to HIV/AIDS; to publish ASK-A-LAWYER Self-Help Legal Manuals (edited by attorneys) dealing with issues directly and indirectly relating to HIV/AIDS; and to provide the HIV/AIDS community with referrals (when needed) to attorneys licensed to practice law.

- (c) ASK-A-LAWYER FOUNDATION, INC. is not a law firm, nor does the corporation employ attorneys to render legal advice to the community. Rather, we are a group of seasoned professionals that organize and implement legal educational Seminars (presented by attorneys) and provide the HIV/AIDS community with referrals to attorneys licensed to practice law.
- (d) to operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be at least three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named as the first Board of Trustees shall hold office until the first meeting of members at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 701 E. South Street, Orlando, Florida 32801, on May 20th of each year at 1:00 P.M., or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the bylaws of this corporation authorize the Trustees to so act. Such a statement shall prima facie evidence of such authority.

The names and address of such initial members of the Board of Trustees are as follows:

NAME	ADDRESS
Gary T. Metz	701 E. South Street, Orlando, Florida 32801
James D. Reese, Esquire (Attorney-at-Law)	227 N. Magnolia Street, Ste. 200 Orlando, Florida 32801
Frederick D. Armbruster	701 E. South Street, Orlando, Florida 32801
Sandy Paine	646 East Ridgewood Street, Orlando, Florida 32803
Craig Deener	701 E. South Street, Orlando, Florida 32803

(b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following person(s) shall serve as corporate officer(s):

NAME	ADDRESS
Gary T. Metz, President	701 E. South Street, Orlando, Florida 32801

ARTICLE VI

EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code of 1954 by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of 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 such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME	ADDRESS
Gary T. Metz, Founder	646 E. Ridgewood Street, Orlando, Florida 32803

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of trustees, or by following the procedure set forth therefor in the bylaws.

FILED
MAY 11 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 701 East South Street, Orlando, Florida 32801; and the name of its registered agent at said address shall be GARY T. METZ.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 27th day of April, 1995.

[Handwritten Signature]

Gary T. Metz, Subscriber

[Handwritten Signature]

Gary T. Metz, Registered Agent
Personally Known to me

COUNTY OF ORANGE

STATE OF FLORIDA

PERSONALLY KNOWN TO ME AND SIGNED BEFORE ME
THIS 27TH DAY OF APRIL, 1995.

[Handwritten Signature]

Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

FOR

ASK-A-LAWYER FOUNDATION, INC.
(A Florida Nonprofit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 11 11:11:21

I, GARY T. METZ, located at 701 E. South Street, Orlando, Florida, hereby accept the designation as Registered Agent for ASK-A-LAWYER FOUNDATION, INC., and I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation and will comply with all provisions as outlined in the Florida Statutes governing Registered Agents.



GARY T. METZ, Registered Agent

701 EAST SOUTH STREET
Street Address

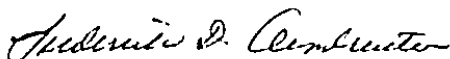
ORLANDO FL 32801
City, State and Zip

MAY 10 1995
Date

COUNTY OF ORANGE

STATE OF FLORIDA

PERSONALLY KNOWN TO ME WHO TOOK AN OATH AND SIGNED
BEFORE ME THIS 10TH DAY OF MAY, 1995.



Notary Public, State of Florida



MY COMMISSION EXPIRES
February 25, 1999

My Commission Expires

April-27, 1995

Florida Department of State
Division of Corporations
The Capital
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

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