

N96000006308

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 12/12/96 11:54:03
- 12/12/96 010:23-4009
*****78.75 *****78.75

SUBJECT:

LAW & LIBERTY FOUNDATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

DANIEL WALKER

Name (Printed or typed)

221 E. SEVENTH AVE.

Address

TALLAHASSEE, FL 32303

City, State & Zip

(904)-224-5545

Daytime Telephone number

FILED
96 DEC 12 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK to File
per KB

NOTE: Please provide the original and one copy of the articles.

Joc 12/12

Daniel Walker
221 E. Seventh Ave.
Tallahassee, FL 32303
(904)-224-5545

Dec. 10, 1996

Division of Corporations
ATTN: Teresa Brown
P.O. Box 6327
Tallahassee, FL
32314

RE: Law & Liberty Foundation, Inc.
Letter # 996A00054907;
Articles of Incorporation

Ms. Brown:

Enclosed are the articles of incorporation and Certificate of Designation of Registered Agent which were returned to me by your office on Dec. 9, 1996. (Your office retained the original Transmittal Letter.) These documents are returned for filing by the Division of Corporations, in accord with my discussion with Ms. Bobbie Cox on Dec. 10, 1996. The provisions for the number of members of the Board of Directors in Article 6 are sufficient. If there is any question, please check with Ms. Cox.

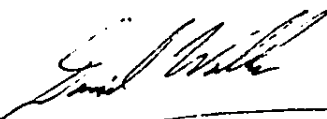
Previously, a money order for \$78.75 was sent, payable to the Department of State, to cover the filing fee and to obtain a Certificate. That money order was not returned to me, so I assume the Department retained the funds.

Please send the Certificate to me at your earliest convenience.

And -- my apologies if I was perceived to be curt or discourteous with you in our phone conversation Tuesday. I meant to be firm, but nothing more.

I am

Respectfully yours,


A handwritten signature in cursive script, appearing to read "Daniel Walker", is written over a horizontal line.

Daniel Walker

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

DANIEL WALKER
221 E. SEVENTH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: LAW & LIBERTY FOUNDATION, INC.
Ref. Number: W96000025701

We have received your document for LAW & LIBERTY FOUNDATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 996A00054907

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article 1. Name & Duration of Corporation

The name of this non-profit corporation is the *Law & Liberty Foundation, Inc.* It is established under the laws of the State of Florida. Its duration is perpetual.

Article 2. Location & Address of Corporation

The initial principal office and mailing address of this corporation is 221 E. Seventh Avenue; Tallahassee, Florida; 32363. It is located in Leon County, Florida.

Article 3. Purposes of Corporation

This corporation is organized exclusively for educational and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It is dedicated to the study of constitutionalism, jurisprudence, legal history, comparative legal systems, and governmental structure, to promote institutional frameworks which respect inviolable spheres of individual liberty and protect human rights of self-determination.

Article 4. Restrictions on Activities & Uses of Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members (if any), directors, 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 Three. 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 any statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article 5. Dissolution

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to educational and literary organizations which qualify under section 501(c)(3) of the Internal Revenue Code.

Article 6. Board of Directors

The manner in which members of the Board of Directors are elected or appointed shall be governed according to the bylaws. There shall be not less than three members of the Board of Directors.

Board members acting solely in such capacity are not entitled to compensation. Reimbursement for reasonable expenses for attending meetings is permitted.

Article 7. Executive Director

The Executive Director shall be a member of the Board of Directors, and shall receive reasonable compensation for services as executive director.

Daniel Walker shall be the initial Executive Director, and shall serve in said capacity until January 1, 2001, unless absent from his position or adjudicated liable for negligence or misconduct in performance of his duties before said date. This article requires for amendment or repeal an affirmative vote of at least four-fifths of the board of directors.

Article 8. Prohibited Funding Sources

This corporation shall neither solicit nor accept funding or in-kind support from any government or governmental entity. This corporation shall not perform contract research for any government body, for-profit corporation, partnership, or limited liability entity, political party, political action committee, or labor union.

Article 9. Restrictions Upon Directors

No officer nor any member of the Board of Directors may serve in such capacity if elected to partisan public office or if employed for compensation by a political party.

Article 10. Indemnification

Each Director and officer or former Director or officer of the corporation may be indemnified and may be advanced reasonable expenses by the corporation against liabilities imposed upon him or her and expenses incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoid expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The corporation shall have the power to purchase or maintain at its cost and expenses insurance on such persons to the fullest extent permitted by this article and applicable state law.

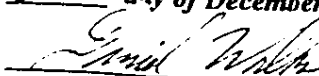
Article 11. Corporate Powers

The corporate powers of this non-profit corporation are as provided in section 617.0302, Florida Statutes, to the extent such powers do not disqualify this corporation as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 12. Registered Agent & Incorporator

The name and address of the initial registered agent, and sole incorporator, of this corporation is *Daniel Walker; 221 E. Seventh Avenue; Tallahassee, Florida 32303.*

The undersigned incorporator has executed these Articles of Incorporation this
3rd day of December, 1996.


Daniel Walker (signature)

Daniel Walker

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

LAW & LIBERTY FOUNDATION, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

DANZEL WALKER
(NAME)

221 E. SEVENTH AVE.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE FL 32303
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Danzel Walker
(SIGNATURE)

12/03/96
(DATE)