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BEN J. HAYES, P.A.
ATTORNEY & COUNSELOR AT LAW

P.O. Box 1456
ST. PETERSBURG, FL 33731

TELEPHONE & FACSIMILE NO.
(813) 895-8974

E-MAIL ADDRESS
hayespa@ibm.net

March 3, 1998

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

400002451074--1
-03/09/98-01120-005
*****78.75 *****78.75

RE: THEODORE ROOSEVELT SOCIETY, INC.

Dear Sir/Madam:

Enclosed is the fully executed original and one copy of the Articles of Incorporation of the THEODORE ROOSEVELT SOCIETY, INC. and a Certificate of Designation of Registered Agent/Office.

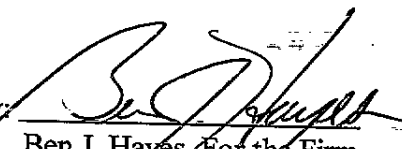
We have also enclosed a check in the amount of \$78.75 for (i) filing the Articles of Incorporation, (ii) filing the Registered Agent Designation and (iii) obtaining a Certificate of Status for the above-identified not for profit corporation.

Please process these documents at your earliest opportunity and return a file-stamped copy of each to us along with the Certificate of Status.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

Ben J. Hayes, P.A.

By: 
Ben J. Hayes, For the Firm

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Enclosures:

- (i) Articles and Certificate (originals and copies)
- (ii) Check for \$78.75

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**ARTICLES OF INCORPORATION
OF
THEODORE ROOSEVELT SOCIETY, INC.**

A Florida Nonprofit Corporation

I, the undersigned incorporator, hereby associates himself and makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1
Name and Address**

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

THEODORE ROOSEVELT SOCIETY, INC.

The mailing address of this Corporation shall be 719 North Calhoun Street, Tallahassee, Florida 32303, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE 2
Purposes**

The Corporation is organized, and shall be operated, exclusively for the following purposes:

- A. To further the common good and general welfare of the people of the State of Florida by analyzing, developing, exchanging, debating, recommending, publishing and otherwise disseminating ideas and opinions about various environmental, economic, social and other important issues faced by the people of the State of Florida;
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth in these Articles of Incorporation.

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- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- D. To neither conduct nor carry on, notwithstanding any other provision of these Articles of Incorporation to the contrary, any activity not permitted to be conducted or carried on by a nonprofit corporation under the laws of the State of Florida or an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code, or the regulations issued thereunder, as the same now exist or as amended or adopted in the future.

ARTICLE 3

Powers

This Corporation may exercise all powers allowed by the laws of the State of Florida pertaining to nonprofit corporations, including, without limitation, Florida Statutes Chapter 617 and future amendments thereto, or succeeding statutes pertaining to nonprofit corporations in the State of Florida, necessary and convenient to effect any or all of the purposes for which the Corporation is organized, subject to the following:

- A. This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.
- B. This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 4

Term and Commencement of Corporate Existence

The term of this Corporation shall be perpetual, which shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

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ARTICLE 5

Membership

The Corporation shall have two classes of members, designated "Special Members" and "Members."

- A. The Special Members of the Corporation shall have no voting rights. The Special Members shall consist of those individuals who are at least eighteen (18) years of age, who hold an elected position with the State of Florida (or an elected position with any county, city or other governmental entity located in the State of Florida), and who have been elected and admitted to be a Special Member by a majority vote of the Board of Directors of the Corporation in accordance with this provision and the Bylaws of the Corporation.

- B. The Members of the Corporation shall have no voting rights. Each Member shall consist of those persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by a majority vote of the Board of Directors of the Corporation in accordance with this provision and the Bylaws of the Corporation.

ARTICLE 6

Directors

The business and affairs of this Corporation shall be managed by a Board of Directors. The initial Directors and the initial Chairman of the Board of Directors shall be appointed by the Incorporator. Thereafter, each Director shall be appointed by the Chairman. Successors to the initial Chairman of the Board of Directors shall be elected by a majority vote of the Board of Directors.

Neither the Chairman nor any Director shall have any set term of office. Any Director, including the Chairman, may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors. Any Director whose removal is sought shall be entitled to a notice of the charges against him and a reasonable opportunity to respond to such charges. The number of Directors may be increased or decreased from time to time by a majority vote of the Directors. A quorum for the transaction of business before the Board of Directors shall consist of a majority of the Directors. Each Director, including the Chairman, shall be entitled to one vote on each matter submitted to the Board of Directors.

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ARTICLE 7
Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The initial Officers shall be appointed by the Incorporator. Thereafter, each Officer shall be appointed by the Chairman. Any Officer may be removed by majority vote of the Board of Directors.

ARTICLE 8
Initial Registered Agent and Office

The name of the Corporation's initial registered agent is BEN J. HAYES, P.A., and the street address of the Corporation's initial registered office is 1162 36th Avenue Northeast, St. Petersburg, Florida 33704, Attention: Ben J. Hayes, Esq. The Corporation shall keep the Secretary of State of the State of Florida informed of the current city, town or village and street address of said registered office together with the name of the registered agent.

ARTICLE 9
Bylaws

The Bylaws of the Corporation may be made, altered or rescinded from time to time, in whole or part, by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the Bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE 10
Amendment to Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Board of Directors or three (3) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each Director of the Corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by

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written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

**ARTICLE 11
Indemnification**

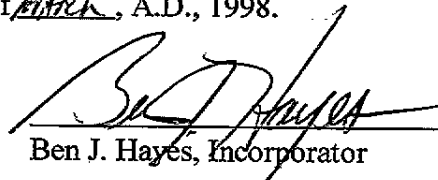
The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including, without limitation, Florida Statutes Chapter 617.

**ARTICLE 12
Incorporator**

The name and address of the Incorporator to these Articles of Incorporation are:

Ben J. Hayes
1162 36th Avenue NE
St. Petersburg, FL 33704

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein expressed this 7th day of March, A.D., 1998.



Ben J. Hayes, Incorporator

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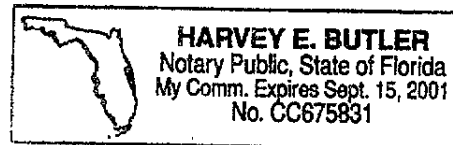
STATE OF FLORIDA }
 }
COUNTY OF PINELLAS }

BEFORE ME, personally appeared Ben J. Hayes, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the ^{Seventh} Fourth day of March, A.D., 1998, in the aforesaid County and State.


NOTARY PUBLIC

My Commission Expires: 9-15-2001

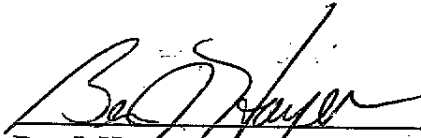


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

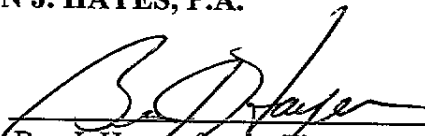
THEODORE ROOSEVELT SOCIETY, INC. desiring to organize or qualify under the laws of the State of Florida has named Ben J. Hayes, P.A., located at 1162 36th Avenue Northeast, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within Florida.


Ben J. Hayes, Incorporator

Date: 3/7/98

Having been named as registered agent and to accept service of process for the 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.

BEN J. HAYES, P.A.

By: 
Ben J. Hayes, for the Firm
(Registered Agent)

Date: 3/7/98

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