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Kenneth M. Leffler

Michael D. Jones  
Michael L. Boswell

October 13, 1998

Florida Department of State  
Secretary of State, Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Certified Mail / Return Receipt**  
**Z 419 267 480**

Re: The Sanctuary Legal Foundation, Inc.  
Non-Profit Organization

700002665877-6  
-10/16/98-01101-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir / Madam:

Enclosed please find an original and one copy of the Articles of Incorporation regarding the above-referenced non-profit corporation. Also enclosed is a check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75), which represents payment for the filing fees, Designation of Registered Agent, and a Certified Copy of the Articles of Incorporation.

Please certify the copy of the Articles of Incorporation and return to this office in the self-addressed, stamped envelope, which has been provided for your convenience.

Thank you for your attention to this matter and, should you have any questions in this regard or require additional information, please do not hesitate to contact this office.

Very truly yours,

Michael D. Jones

*Julia*  
MDJ/jah  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**of**  
**THE SANCTUARY LEGAL FOUNDATION, INC.**

The following are Articles of Incorporation of Sanctuary Legal Foundation, Inc., being filed with the Division of Corporations, Florida Department of State, to-wit:

**Article I.**

**Name**

The name of this corporation shall be THE SANCTUARY LEGAL FOUNDATION, INC. (hereinafter the "Corporation").

**Article II.**

**Duration**

The Corporation shall have perpetual existence commencing with the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State. Should the Corporation ever be dissolved, its residual assets will be turned over to one or more entities exempt under the provisions of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

**Article III.**

**Purpose**

The Corporation is organized exclusively for charitable and educational purposes as a non-profit public interest law firm dedicated to (1) advocating and protecting the constitutional and civil rights of the poor, the downtrodden, and others without means or ability to help themselves because of limited or necessary financial or legal resources, and who except for the availability of resources of a public interest law firm supported exclusively by public contributions would be unable to represent themselves, or advance their legal rights and secure their rightful

remedies, in local, state and federal courts, administrative tribunals, and other governmental agencies; and, (2) educating members of the public at large as to their duties and responsibilities as citizens to promote improvement of our legal and judicial systems in order that these institutions may better and more efficiently recognize, protect and defend the rights of all citizens to be treated as free people, that their constitutional and God-given rights and remedies shall not be denied, restricted or abridged by the unlawful, arbitrary, unreasonable, or oppressive actions of those purporting to act under color of authority contrary to the Constitution and the rule of law. The Corporation may undertake any action necessary to further these general purposes, including without limiting the generality of the foregoing, to (a) provide legal representation to persons on issues of significant public interest when the rights of citizens as a whole are placed in jeopardy by any unreasonable governmental actions, policies, or restrictions, including those arising from environmental, land use, zoning, eminent domain, sovereign lands, marketable title, coastal area control, growth management, comprehensive planning, tax policy, or any other concerns, whether in a judicial or administrative forum; (b) produce educational programs and materials, and (c) otherwise promote the study and effectuation of the appropriate balance between the Constitutional, human, and God-given rights of individuals and the needs of an orderly society. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively charitable religious, educational, literary, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provision of any future United States Internal Revenue Code.

#### Article IV.

##### Dedication of Assets

(a) All of the funds and other property of the Corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purpose of the Corporation. No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees, or any other person or persons except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes

or as reimbursement for personal expenses incurred in connection therewith

(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 (by publication or distribution of any statements or otherwise) in any partisan political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity or 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 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation supported by contributions deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

#### Article V.

##### Membership

The Corporation shall have two classes of membership, one of which shall be entitled to vote. The requirements for membership in each class, including fees and dues to be paid by such members, shall be established by the Board of Director pursuant to bylaw. Any person, firm or corporation paying dues and fees as provided in the Bylaws, and agreeing to be bound by these Articles of Incorporation and the Bylaws, and by such rules and regulations as the Board of Directors may from time to time adopt, is eligible for membership in the Corporation in either class. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership in each class.

#### Article VI.

##### Location of Principal and Registered Offices, and Name of Resident Agent

The initial location and street address of the principal office of the Corporation is 1400 Windsor Avenue, Longwood, Florida 32750-6830.

The initial location and street address of the registered office of the Corporation is 1400 Windsor Avenue, Longwood, Florida 32750-6830.

The name of the initial registered agent of the Corporation at said address is

Kenneth M. Leffler.

Article VII.

Initial Directors

There shall be three (3) directors constituting the initial Board of Directors of the Corporation, the names and addresses of whom are as follows:

Micah G. Savell  
Suite A  
1370 Sarno Road  
Melbourne, FL 32936

William R. Miller  
Suite 2002  
108 Robin Road  
Altamonte Springs, FL 32701

Kenneth M. Leffler  
1400 Windsor Avenue  
Longwood, FL 32750-6830

Article VIII.

Incorporator

The name and address of the incorporator of the Corporation is Kenneth M. Leffler, 1400 Windsor Avenue, Longwood, Florida 32750-6830.

Article IX.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer of the Corporation who is made or threatened to be made a party to any lawsuit, litigation, action, or proceeding of any kind, whether a threatened, pending or completed action, and whether civil, criminal, administrative, or investigative in nature (except any action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at

the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof), if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create a presumption that any such Director or officer failed to act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks to be indemnified were properly incurred, and that such Director or officer acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, if no such quorum exists, then by a majority vote of a quorum consisting of members entitled to vote who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a), above, upon a preliminary determination, pursuant to paragraph (b), above, by the Board of Directors or members who are entitled to vote, that such person has met the applicable standards of conduct set forth in paragraph (a), above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume

the defense of any person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this article shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

#### Article X.

##### Management of Corporate Affairs

(a) Board of Directors. The power of the Corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors. The number of directors of the Corporation shall be established, and may be changed by affirmative vote of two-thirds (2/3) of all of the directors. The Board of Directors shall consist of such persons as may be chosen from time to time by a majority of the members entitled to vote; provided, that all members of the Board of Directors either shall be members of the Corporation entitled to vote or Member Designees as defined in the Bylaws. Each director shall serve until his or her successor is qualified and elected. Vacancies in the Board of Directors may be filled by the remaining directors to serve in that capacity until the next annual meeting of members of the Corporation at which directors are elected.

#### Article XI.

##### Amendment

These Article of Incorporation may be amended by affirmative vote of two-thirds (2/3) of the directors of the Corporation voting at any regular meeting, or voting at any special

meeting duly called to consider amendment to the Articles of Incorporation, at which a quorum is present. The Bylaws may be amended in the manner provided in the Bylaws.

WHEREFORE, the undersigned sole incorporator of the Corporation, for the purpose of forming this nonprofit corporation under the Law of Florida, has executed these Articles of Incorporation on October 13, 1998.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
Kenneth M. Leffler

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF SEMINOLE    )

I, the undersigned authority duly authorized to administer oaths and accept acknowledgment in the State of Florida, do hereby certify that on this day personally appeared Kenneth M. Leffler, to me personally known and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purpose therein set forth and expressed, and who did take oath.

In witness whereof, I have hereunto set my hand and official seal this 13th day of October, 1998.



  
Julia Haire  
Notary Public, State of Florida at large

My commission expires: 7-16-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA