

N99000001824

Florida Association of Paralegals, Inc.
C/o Susan L. Maier, Director
6949 - 113th Way North
Seminole, Florida 33772
(727) 397-9081

March 16, 1999

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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RE: Filing of Not-for-Profit Corporation - Florida Association of Paralegals, Inc.

Dear Sir or Madam:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the Florida Association of Paralegals, Inc., an executed Designated Registered Agent form, as well as a check in the amount of \$87.50. Please forward a certified copy of the Articles of Incorporation and the Certificate of Status to me at the address listed above.

Your assistance with this matter is greatly appreciated. Please do not hesitate to contact me at 727-347-1930 during business hours if you have any questions regarding this filing.

Sincerely,



Susan L. Maier
Director - Florida Association of
Paralegals, Inc.

SLM:djm

Enclosures (as stated)

FILED
99 MAR 17 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-6681
REGISTER MAR 24 1999

ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF PARALEGALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is **FLORIDA ASSOCIATION OF PARALEGALS, INC.** (the "Corporation").

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV
PURPOSE

Section 4.1. This Corporation is organized to raise, receive and maintain a fund or funds of property, both tangible and intangible, or both, and to distribute and administer the fund or funds, including any income or interest generated therefor exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

ARTICLE V
POWERS

Section 5.1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise

only such powers as are in furtherance of the exempt purposes of organizations set forth in Chapter 617, Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 5.2. No part of the net earnings of the Corporation shall insure to the benefit or, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5.3. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.4. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.5. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.6. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.7. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any taxable expenditures as defined

in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 5.9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 1986 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction as provided by law, of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

MEMBERS

Section 6.1. This Corporation shall have a minimum of fifteen (15) members as well as a Board of Directors of the Corporation.

ARTICLE VII

DIRECTORS

Section 7.1. The affairs of the Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors is present. The affirmative vote of at least two (2) Directors shall be necessary for all corporation action requiring a vote of the Board, including, but not limited to the following:

7.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

7.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

7.1.3. Organization of a subsidiary or affiliate by the Corporation.

7.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 7.2. The initial Board of Directors shall be elected in accordance with the Bylaws.

Section 7.3. The term of office of an elected Director shall be two years.

ARTICLE VIII **ADDRESS**

Section 8.1. The street address of the principal office of this corporation in the State of Florida is 6949 - 113th Way N, Seminole, FL 33772. The Board may, from time to time, move its principal office, in the manner provided by law in the State of Florida, to another place in this state.

ARTICLE IX **REGISTERED AGENT AND REGISTERED OFFICE**

Section 9.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Susan L. Maier	6949 - 113th Way N. Seminole, FL 33772

ARTICLE X **AMENDMENT**

Section 10.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law and the Bylaws.

ARTICLE XI **BYLAWS**

Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the

laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XII
INCORPORATOR

Section 12.1. The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Susan L. Maier	6949 - 113th Way N. Seminole, FL 33772

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of March, 1999.

Susan L. Maier
Susan L. Maier, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 16th day of March, 1999, by SUSAN L. MAIER, who is personally known to me and who did (did not) take an oath.

Treva L. McDonald
Signature of Notary Public

TREVA L. McDONALD
Name of Notary, Typed, Printed or stamped

Title: Notary Public

Commission No.: _____



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

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Florida Association of Paralegals, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Seminole, County of Pinellas, State of Florida, has named **Susan L. Maier** located at 6949 - 113th Way N., Seminole, Florida 33772, County of Pinellas, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Date: March 16, 1999

Susan L. Maier
Susan L. Maier, Registered Agent

FILED
99 MAR 17 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA