

N990000004234

Skelding, Gabasky Law Firm
Requestor's Name

318 X. Monroe
Address

Tallahassee FL 32301 222-3730
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Yoel Leisen Legal Defense Fund
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AND
 FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Susan Johnson

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W-16048

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| Examiner's Initials | <u>ajc 7/13</u> |
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 1999

SKELDING, LABASKY LAW FIRM
318 N. MONROE ST.
TALLAHASSEE, FL 32301

SUBJECT: TORT REFORM LEGAL DEFENSE FUND
Ref. Number: W99000016048

We have received your document for TORT REFORM LEGAL DEFENSE FUND, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

| | |
|------------------------------|---------|
| Filings Fees: | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy | \$8.75 |
| Certificate of Status | \$8.75 |

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00036018

**ARTICLES OF INCORPORATION
OF
TORT REFORM LEGAL DEFENSE FUND, INC.**

The undersigned Incorporator hereby desires to form and establish a corporation NOT FOR PROFIT pursuant to Chapter 617, Florida Statutes, and hereby files Articles of Incorporation for that reason.

**ARTICLE I
Name**

The name of this corporation shall be TORT REFORM LEGAL DEFENSE FUND, INC.

**ARTICLE II
Purpose**

The purpose of the corporation shall be to serve the broad public interest by supporting tort reform and by appearing in a representative capacity in any lawsuit challenging the legality or constitutionality of any revisions to Florida Statutes which create fairness and equity in the civil justice system, and to carry on any other activity which is consistent with the other provisions of these Articles and which may be lawfully carried on by a corporation organized under Chapter 617 of the Florida Statutes and Sections 501(a) and 501(c)(6) of the Internal Revenue Code, as amended. This corporation is not intended to be a public charity.

**ARTICLE III
Powers**

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986 and Treasury Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 110 East Jefferson Street, Tallahassee, Florida 32301. The name and address of its Registered Agent in this State is Diane Wagner Carr, 227 South Adams Street, Tallahassee, Florida 32301. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent.

ARTICLE V

Members

The members of the Corporation shall be all of the entities represented by each individual member of the Board of Directors, and such other persons as from time to time may become members. Membership shall be limited to entities and individuals who share the common interest of the impact of tort reform on businesses. New members shall be admitted upon an affirmative vote of the Board of Directors or such other manner as provided by the By-Laws of the Corporation as amended from time to time. All members shall pay dues in accordance with the schedule set forth in the By-Laws.

ARTICLE VI
Terms of Corporate Existence

The term of which this Corporation shall exist is perpetual.

ARTICLE VII
Officers

The Corporation shall have a President, Vice President, and Secretary/Treasurer and may have additional and assistant officers. A person may hold more than one office. Officers shall be elected as set forth in the By-Laws.

The names and street addresses of the officers, who shall serve until the first election are as follows:

| <u>Office</u> | <u>Name and Street Address</u> |
|-------------------|--|
| Interim President | William C. Herrle 110 East Jefferson Street Tallahassee, Florida 32301 |

ARTICLE VIII
Directors

The Board of Directors of this Corporation shall consist of thirteen (13) persons. The number of Directors may be changed from time to time by amendment to the By-Laws. In no event, shall the Board of Directors be less than three (3) persons. The Directors shall be members of the Corporation and shall be elected according to procedures established by the By-Laws to serve for a term of one (1) year. A majority of the Directors shall be competent to contract.

ARTICLE IX
Board of Directors

The names and street addresses of the Board of Directors are as follows:

| <u>Name</u> | <u>Street Address</u> |
|--|---|
| Paul Anderson *contingent upon acceptance | JM Family Enterprises 100 N.W. 12 th Avenue Deerfield Beach, FL 33443 |
| Jorge Arrizurieta | Auto Nation 450 E. Las Olas Suite 1500 Fort Lauderdale, FL 33301 |
| Jim Brainerd *contingent upon acceptance | Florida Association of Insurance Agents P.O. Box 12129 Tallahassee, FL 32317 |
| Diane Carr | Florida Retail Federation 227 South Adams Street Tallahassee, Florida 32301 |
| Rheb Harbison | Florida Chamber Post Office Box 11309 Tallahassee, FL 32302 |
| William C. Herrle | National Federation of Independent Business - Florida 110 East Jefferson Street Tallahassee, Florida 32301 |
| Adam Hollingsworth | CSX Transportation 500 Water Street Jacksonville, FL 32202 |
| Randy Hutton | Winn-Dixie Stores Post Office Box B Jacksonville, FL 32203-0297 |

Jim McDowell

Publix Supermarkets
315 South Calhoun Street
Suite 350
Tallahassee, FL 32301

Randy Miller

Associated Industries of Florida
516 North Adams Street
Tallahassee, FL 32301

Karen Phillips

Florida United Business Association
Post Office Box 1302
Tallahassee, FL 32302

Vince Rio

Insurance Industry
311 South Calhoun Street
Suite 10
Tallahassee, FL 32301

Lloyd "Buddy" Turman

Florida Institute of CPA's
Post Office Box 5437
Tallahassee, FL 32314

ARTICLE X

Transactions in Which Members, Directors and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote

or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI

Indemnification of Directors or Officers

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened pending or completed action, suit or proceeding;

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was lawful. 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 in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expense, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including 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 interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(c) Any indemnification under Section (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 indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interest of the Corporation, and that with respect to any criminal

proceeding or action, 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 are not parties to such action, suit or proceeding.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Section (a) above, and upon receipt of any 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 Section. 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 the Corporation elects to assume the defense of any such person and retain 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 persons and other parties represented in the same action, suit or proceeding by such counsel retained 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 Section.

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

ARTICLE XII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The power to alter, amend, or repeal the By-Laws, or adopt new By-Laws shall be vested in the Board.

ARTICLE XIII
Amendment to Articles of Incorporation

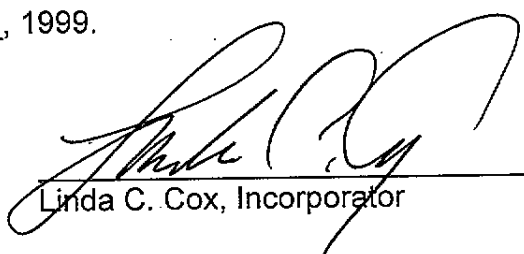
These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting by a two-thirds (2/3) vote of these present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

ARTICLE XIV
Incorporator

The name and address of the Incorporator are as follows:

Linda C. Cox
318 South Monroe Street
Tallahassee, Florida 32301

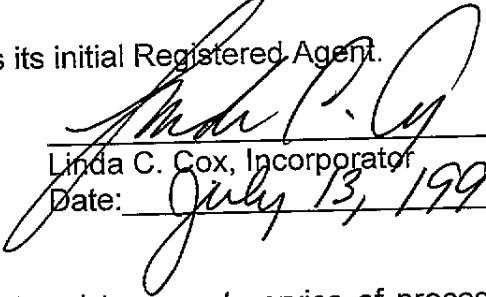
IN WITNESS WHEREOF, the undersigned, being the original incorporating Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 13th day of July, 1999.


Linda C. Cox, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

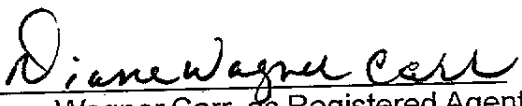
In compliance with Florida Statutes, Section 48.091 and 607.0501, the following is submitted:

TORT REFORM LEGAL DEFENSE FUND, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 110 East Jefferson Street, Tallahassee, Florida 32301, as its initial Registered Office, and has named Diane Wagner Carr, located at 227 South Adams Street, as its initial Registered Agent.


Linda C. Cox, Incorporator

Date: July 13, 1999

Having been named registered agent and to accept service of process for the above-styled corporation at the place designated in this Certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Diane Wagner Carr, as Registered Agent

Date: July 12, 1999