

**THE FLORIDA BAR FOUNDATION, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**ARTICLE I
NAME**

The name of the corporation is The Florida Bar Foundation, Inc. (the "Foundation"). It is organized under the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and mailing address of the Foundation is 875 Concourse Parkway South, Suite 195, Maitland, FL 32751.

**ARTICLE III
PURPOSES AND POWERS**

- 3.1 Purposes. The Foundation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code") which include, but are not limited to, funding, administering, implementing, operating and assisting programs that:
- a) Expand and improve representation and advocacy on behalf of low-income persons in civil legal matters;
 - b) Improve the administration of justice; and
 - c) Promote service to the public by members of the legal profession by making public service an integral component of the law school experience.

The Foundation may use its assets and earnings for these purposes, including, but not limited to those assets or earnings derived from the Interest on Trust Accounts Program, implemented by Order of the Supreme Court of Florida, in re: Interest on Trust Accounts, 402 So.2d 389 (Fla. 1981), as such Order has been and may be amended from time to time.

- 3.2 Powers: In General. The Foundation shall have all powers provided for in the Act.
- 3.3 Powers: Interest on Trust Accounts Program. With respect to the activities of, and assets and earnings derived from, the Interest on Trust Accounts Program, the Foundation may:

- a) Authorize capital expenditures, accumulations, or reserves, only as may be necessary to meet the reasonable working needs of the Foundation;
- b) Retain professional investment advisory services;
- c) Through its directors adopt rules of procedure reasonably necessary or helpful in carrying out the purposes and powers of the Foundation in managing and administering the Interest on Trust Accounts Program;
- d) Pay the management and general and fundraising expenses of the Foundation directly attributable to operation of the Interest on Trust Accounts Program.

ARTICLE IV LIMITATIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members (if any), directors, officers, or other private persons, except that the Foundation 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 III. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation 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 Code or 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 Code or corresponding section of any future federal tax code.

ARTICLE V MEMBERS

- 5.1 Qualification. Each member of the Foundation shall be a person who is interested in the purposes of the Foundation.
- 5.2 Admission. Members shall be admitted in the manner determined in the Bylaws.
- 5.3 Terms. The terms of membership of members shall be established in the Bylaws.

- 5.4 Rights. Each member shall be entitled to one vote at meetings of the members of the Foundation, but no member of the Foundation shall have any vested right, privilege or interest of, in or to the assets, functions, affairs or franchise of the Foundation, or any right, interest or privilege which may be transferable or inheritable or which shall continue if the member's membership ceases or while the member is not in good standing.
- 5.5 Termination. Membership shall be terminated in the manner provided in the Bylaws.
- 5.6 Meetings. Meetings of members may be called in the manner provided in the Bylaws.

ARTICLE VI TERM; DISSOLUTION

The Foundation shall have perpetual existence. In the event of dissolution, all of the remaining assets and property of the Foundation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the Foundation, shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII DIRECTORS AND NON-EXECUTIVE OFFICERS

- 7.1 Number of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the Foundation managed under the direction of, a board of directors consisting of six (6) directors as set forth in Article 7.2, no fewer than two (2) or more than four (4) as set forth in Article 7.3, eighteen (18) directors as set forth in Article 7.4, and five (5) directors as set forth in Article 7.5. Directors selected pursuant Article 7.3 and Article 7.4 shall serve for staggered terms of office.
- 7.2 Designated Directors. Six (6) directors shall be directors by virtue of office or designation as follows:
- a) Two judicial officers to be designated by the Chief Justice of the Supreme Court of Florida;
 - b) The president of The Florida Bar or a person currently serving on and

appointed by the Board of Governors to serve in his or her place;

- c) The immediate past president of The Florida Bar or a person currently serving on and appointed by the Board of Governors to serve in his or her place; and
- d) The president-elect of The Florida Bar or a person currently serving on and appointed by the Board of Governors to serve in his or her place.
- e) The president of Florida Legal Services, Inc.

7.3 Public Member Directors. No fewer than two (2) or more than four (4) public members, who shall not be lawyers, to be selected by the joint nominating committee of the Foundation and The Florida Bar in the manner provided in the Bylaws. Membership on such joint nominating committee shall be comprised of three directors of the Foundation appointed by the president of the Foundation and three members of the Board of Governors of The Florida Bar appointed by the president of The Florida Bar.

7.4 Selected Directors. Eighteen (18) directors shall be selected as follows:

- a) One-third selected by the Foundation in the manner provided in the Bylaws;
- b) One-third selected by the Board of Governors of The Florida Bar and certified to the Foundation no later than May 1st of every year; and
- c) One-third selected by the Supreme Court of Florida and certified to the Foundation no later than May 1st of every year.

7.5 Non-Executive Officers and Immediate Past President Serve as Directors. In the event a person is elected president, president-elect, first vice president or second vice president of the Foundation, or is the immediate past president of the Foundation, such person shall be a director of the Foundation by virtue of his or her office and his or her position as a director under other provisions of this Article VII shall terminate.

7.6 Term; Removal; Vacancies.

- a) The president of The Florida Bar, president-elect of The Florida Bar, and president of Florida Legal Services, Inc. shall be directors of the Foundation during their respective terms in office. The two judicial officers designated by the Chief Justice shall serve for three-year terms of office and may be redesignated for additional three-year

terms at the pleasure of the Chief Justice. The immediate past president of The Florida Bar shall serve for a one-year term.

- b) The public members selected pursuant to Article 7.3 shall serve for not more than two, three-year terms. Their removal from office shall be determined in the Bylaws. Vacancies of directors selected pursuant to Article 7.3 which are caused in any manner shall be filled by the joint nominating committee of the Foundation and The Florida Bar pursuant to Article 7.3 for the unexpired term.
- c) Directors selected pursuant to Article 7.4 shall serve for a three-year term, and may serve for one additional, consecutive three-year term. Their removal from office shall be determined in the Bylaws. Vacancies of directors selected pursuant to Article 7.4 which are caused in any manner shall be filled by the selecting authority for such directors for the unexpired term.
- d) Non-executive officers of the Foundation who are directors only by virtue of being officers shall be directors for their terms in office only. Their removal from office and the filling of vacancies shall be determined in the Bylaws.

7.7 Executive Committee. The authority of the board of directors may, subject to the limitations of the Act and any limitations imposed in the Bylaws, be exercised by an executive committee between meetings of the board of directors. The executive committee shall consist of directors and shall be established in the manner provided in the Bylaws.

7.8 Non-Executive Officers. The board of directors shall elect annually a president, president-elect, first vice president and second vice president, in the manner provided in the Bylaws.

ARTICLE VIII EXECUTIVE OFFICERS

8.1 Executive Officers. Subject to the authority and direction of the board of directors, the affairs of the Foundation shall be managed and administered by an executive director, a secretary, a treasurer, and such other executive officers as the board of directors shall from time to time deem desirable. The executive director shall be the chief executive officer of the Foundation and the treasurer shall be the chief financial officer of the Foundation. No executive officers shall serve as members of the board of directors.

8.2 Election. The executive director shall be appointed by the board of directors, and the executive director shall appoint other executive officers, in the manner provided in the Bylaws.

ARTICLE IX BYLAWS

The board of directors of the Foundation shall make and adopt Bylaws for the Foundation. The board of directors of the Foundation shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

ARTICLE X DIRECTORS' AND OFFICERS' COMPENSATION

Directors of the Foundation shall not receive compensation, directly or indirectly, for their services as directors. This prohibition shall not preclude reimbursement of a director or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

ARTICLE XI AMENDMENT

- 11.1 Notice of Amendments. Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.
- 11.2 Procedure. These Articles of Incorporation may be amended in the following ways:
- a) By petition of fifty (50) or more members of the Foundation directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the board of directors of the Foundation and the Board of Governors of The Florida Bar, and approval by the Court.
 - b) By petition of the Board of Governors of The Florida Bar directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the board of directors of the Foundation, and approval by the Court. A resolution adopting a proposed amendment or amendments shall be approved by an absolute majority of the members of the Board of Governors of The Florida Bar.
 - c) By petition of the board of directors of the Foundation directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the Board of Governors of The Florida Bar, and approval by the Court. A resolution adopting a proposed amendment or amendments shall be approved by an

absolute majority of the directors of the Foundation.


- d) "Advance Notice" means submission of the subject matter and language of the proposed amendment to the body having the right to consult and comment at least thirty days before its next regularly scheduled meeting.

- 11.3 Effective Date. Any amendment approved by the Supreme Court of Florida shall be effective upon filing with the Secretary of State as provided by law.

ARTICLE XII MISCELLANEOUS

- 12.1 Contributions. The Foundation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided, however, that gifts shall be subject to acceptance by the Foundation in the manner provided by the board of directors. The Foundation may also receive all funds generated by the Interest on Trust Accounts Program.
- 12.2 Amendment and Restatement Approval. These Amended and Restated Articles of Incorporation do not require approval of the members, and have been approved by the board of directors of the Foundation and by the Supreme Court of Florida.
- 12.3 Historical Note. The names and residences of the original incorporators of the Foundation are: Donald K. Carroll, Jacksonville, Florida; J. Lance Lazonby, Gainesville, Florida; Kenneth B. Sherouse, Tallahassee, Florida; William A. Gillen, Tampa, Florida; J. Lewis Hall, Tallahassee, Florida; and Sherwood Spencer, Hollywood, Florida.

Dated: April 8, 2016



Dominic C. MacKenzie, Esquire
President

REGISTERED AGENT INFORMATION

The street address of the corporation's registered office is Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 North Eola Avenue, Orlando, FL 32801 and the name of its registered agent at that address is Matthew G. Brenner, Esquire. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that he is familiar with and accepts obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: April 8, 2016



Matthew G. Brenner, Esquire
Registered Agent

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