State of Florida
Department of State

I, Richard (Dick) Stone, Secretary of State of the State of Florida, Do Hereby Certify That the following is a true and correct copy of Certificate of Reincorporation of THE JACKSONVILLE BAR ASSOCIATION, INC., a corporation not for profit, organized and existing under the Laws of the State of Florida, filed on the 1st day of February, A.D., 1971, as shown by the records of this office.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the 2nd day of February, A.D. 1971.

[Signature]
Secretary of State
CERTIFICATE OF REINCORPORATION
OF
THE JACKSONVILLE BAR ASSOCIATION, INC.
(a corporation not for profit)

This Certificate of Reincorporation by The Jacksonville Bar Association, Inc., formerly The Jacksonville Bar Association, a corporation not for profit, organized and existing under Chapter 617 Florida Statutes, executed by its undersigned President, and attested by its undersigned Secretary under the corporate seal of said corporation.

WITNESSETH:

It is hereby certified by said corporation that it has a charter approved by order of the Circuit Court Judge of Duval County, Florida, made and entered on July 23, 1952, and recorded in Incorporation Book 35, pages 479-483, public records of Duval County, Florida, and that at a regularly called meeting of the members of said corporation held on the 19th day of November, 1970, the members of said corporation unanimously adopted a resolution (a) accepting, for and on behalf of the corporation, the provisions of part I of Section 617, Florida Statutes, as amended; (b) authorizing and directing the reincorporation of said corporation under Section 617.012, Florida Statutes; (c) authorizing the issuance of this certificate executed by the undersigned President of said corporation and attested under the corporate seal by the undersigned Secretary of said corporation; and (d) amending the aforesaid charter of said corporation by adopting the following provisions, as required by Section 617.013, Florida Statutes, as and for the charter of said corporation at the time of its reincorporation:
ARTICLES OF REINCORPORATION
OF
THE JACKSONVILLE BAR ASSOCIATION, INC.
(a corporation not for profit)

ARTICLE I - NAME
The name of this corporation is THE JACKSONVILLE BAR ASSOCIATION, INC. (hereinafter called the "association"). Its principal office shall be in the City of Jacksonville, County of Duval, and the State of Florida.

ARTICLE II - CORPORATE PURPOSE
The general nature of the objects and purposes of this association shall be as follows:

To maintain the honor and dignity of the profession of law, to regulate the practice of and promote improvements in the law and the methods of its administration, and to cultivate professional ethics among its members;

To continue the activities carried on since February 4, 1897, by the unincorporated association of the same name;

To operate as a scientific institution of learning in the field of the science of jurisprudence, as a library company in relation to books and equipment which pertain to the practice of laws, as a charitable association with respect to legal aid to the indigent, as a benevolent association in relations to its members, and as a debating and literary society in the area of legal philosophy and literature;
To operate as a corporation not for profit for charitable, scientific, literary and educational purposes in the realm of legal discipline;

To have, exercise and enjoy all of the powers, rights and privileges now or hereafter granted by the laws of Florida to a corporation not for profit; and

To do everything else which a natural person would or might do incident, necessary or convenient to or in connection with the objects, purposes and activities of this corporation.

This association shall have no capital stock and is not organized for profit.

ARTICLE III - MEMBERSHIP

Section 1. Present Members. The membership of this association shall consist of those who are members of the incorporated association of the same name at the time of the approval of these Articles of Reincorporation by the Secretary of State of Florida, and of such others as shall be qualified and elected as hereinafter provided. Those persons who, at the time of the approval of these Articles of Reincorporation, were recognized by that incorporated association as charter members, past presidents, former officers, former members, current officers, current committees, and present members, shall be recognized as having the same capacities in this reincorporated association.
Section 2. Qualifications and Admission. Any member of The Florida Bar in good standing, or any member in good standing of the bar or similar body of another state, provided requirements for membership are found by the Board of Governors to be equivalent to the requirements for admission to The Florida Bar, residing or actively engaged in the practice of law in Duval County, Florida shall be eligible to become a member of the association upon election to membership in the manner specified in the by-laws, and shall be classified as an active, associate, non-resident, or honorary member in accordance with the by-laws. Distinguished visiting lawyers may be elected to honorary membership in the manner provided in the by-laws.

ARTICLE IV - TERM

This association shall have perpetual existence. Upon dissolution of this association for any reason, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or Governor of this association.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers of this Charter are as follows:
ARTICLE VI - OFFICERS

The affairs of this association shall be managed by a President and a President-Elect and such other officers as may be provided in the by-laws. They shall be elected at the annual meeting of the association and shall serve until their successors are elected and qualified. The officers shall serve such terms and perform such duties as may be prescribed from time to time in the by-laws. The present officers of the association shall continue to serve in their respective positions until the next annual meeting of the association at which time new officers will be elected in accordance with the procedure specified in the by-laws.

ARTICLE VII - INTERIM OFFICERS

The names and addresses of the present officers who are to serve this association until the next annual meeting of the association, are:

<table>
<thead>
<tr>
<th>Names</th>
<th>Residences</th>
</tr>
</thead>
</table>
| W. E. Grissett, Jr.                  | 5720 Cherry Laurel Drive
                                         | Jacksonville, Florida 32210                     |
| Adam G. Adams, II                    | 1867 Edgewood Avenue, South
                                         | Jacksonville, Florida 32205                     |
| James C. Rinaman, Jr.                | 3682 Coronado Road
                                         | Jacksonville, Florida 32217                     |
| John M. McNatt, Jr.                  | 1591 South Lane Avenue
                                         | Jacksonville, Florida 32210                     |
ARTICLE VIII - BOARD OF GOVERNORS

This association shall have eight members of the Board of Governors until the first annual meeting of the association at which time the number shall be increased to nine. The number of Governors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. The present members of the Executive Committee of the association shall serve as the members of the first Board of Governors of the association until the next annual meeting of the association or until their successors are elected and qualify in accordance with the by-laws.

ARTICLE IX - INITIAL BOARD OF GOVERNORS

The names and addresses of the present members of the Board of Governors who are to serve this association until their successors are named and qualify, in accordance with the by-laws, are:

<table>
<thead>
<tr>
<th>Office</th>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>W. E. Crissett, Jr.</td>
<td>210 First Bank &amp; Trust Bldg.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Jacksonville, Florida 32202</td>
</tr>
<tr>
<td>President-Elect</td>
<td>Adam G. Adams, II</td>
<td>1116 Barnett Bank Bldg.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Jacksonville, Florida 32202</td>
</tr>
<tr>
<td>Secretary</td>
<td>James C. Rinaman, Jr.</td>
<td>1300 City Hall</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Jacksonville, Florida 32202</td>
</tr>
<tr>
<td>Treasurer</td>
<td>John M. McNatt, Jr.</td>
<td>1530 American Heritage Bldg.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Jacksonville, Florida 32202</td>
</tr>
</tbody>
</table>
ARTICLE X - BY-LAWS

The by-laws of this association are to be made, altered, and rescinded by majority vote of the active members of the association present and voting at an annual, regular, or special meeting of the association, after at least three days written notice of the action proposed to be taken is mailed to each active member.
ARTICLE XI - AMENDMENT OF CHARTER

This charter may be amended after at least three days written notice of the proposed amendment shall have been given to all active members, and two-thirds of the votes cast at an annual, regular, or special meeting of the association shall be in favor of such amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed by its undersigned President and attested under the corporate seal of said corporation by its undersigned Secretary, this 19th day of November, 1970.

THE JACKSONVILLE BAR ASSOCIATION, INC.
(a corporation not for profit)

By \[\text{W. E. GRISSETT, JR.}\]

\[\text{President}\]

\[\text{Attest:}\]

\[\text{Secretary}\]

(Corporate Seal)
STATE OF FLORIDA  
)  
COUNTY OF DUVAL  
)

Before me, the undersigned authority, personally appeared W. E. Grissett, Jr. and James C. Rinaman, Jr., to me well known and known to me to be the President and Secretary, respectively, of THE JACKSONVILLE BAR ASSOCIATION, INC. a corporation not for profit, and after being duly sworn the said W. E. Grissett, Jr. acknowledged that he executed the foregoing certificate as President of The Jacksonville Bar Association, Inc. and that the statements therein are true, and the said James C. Rinaman, Jr. acknowledged that he duly attested said certificate as Secretary of The Jacksonville Bar Association, Inc. under its corporate seal.

WITNESS my hand and seal at Jacksonville, Duval County, Florida, this 19th day of November, 1970.

[Signature]

Notary Public, State of Florida
at Large. My commission expires:

[Signature]

Notary Public, State of Florida
at Large. My commission expires:

[Signature]
ARTICLE I. NAME AND LOCATION.

Section 1. Name: The name of this corporation is:
The Jacksonville Bar Association. In this charter it is referred to as "association".

Section 2. Location: It is located at Jacksonville, Duval County, Florida.

ARTICLE II. OBJECTS.

The objects of this association are:
To maintain the honor and dignity of the profession of law, to regulate the practice of and promote improvements in the law and the methods of its administration, and to cultivate professional ethics among its members;

To continue the activities carried on since February 4, 1897, by the unincorporated association of the same name;

To operate as a scientific institution of learning in the field of the science of jurisprudence, as a library company in relation to books and equipment which pertain to the practice of law, as a charitable association with respect to legal aid to the indigent, as a benevolent association in relation to its members, and as a debating and literary society in the area of legal philosophy and literature;

To operate as a corporation not for profit for charitable, scientific, literary, and educational proposes in the realm of legal discipline.

ARTICLE III. MEMBERSHIP.

Section 1. Present Members: The membership of the association shall consist of those who are members of the unincorporated association of the same name at the time of the approval of this charter by a judge of the circuit court, and of such others as shall be qualified and elected as hereinafter provided. Those persons who, at the time of the approval of this charter, were recognized by that unincorporated association as charter members, past presidents,
former officers, former members, current officers, current commit-
tees, and present members, shall be recognized as having the same
capacities in this incorporated association.

Section 2. Qualifications and Admission: Any member of
The Florida Bar in good standing, residing or actively engaged in
the practice of law in Duval County, Florida, shall be eligible to
become a member of the association upon election to membership in
the manner specified in the by-laws, and shall be classified as an
active, associate, non-resident, or honorary member in accordance
with the by-laws. Distinguished visiting lawyers may be elected to
honorary membership in the manner provided in the by-laws.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE.

Section 1. Officers: The officers of this association
shall be a president, a secretary, and a treasurer, who shall perform
the duties set forth in the by-laws.

Section 2. Executive Committee: The executive committee
shall consist of the officers, the immediate past president, and
three active members of the association, and shall have general con­trol and management of the affairs of the association.

Section 3. Election and Tenure: The officers and other
members of the executive committee, exclusive of the immediate past
president, shall be elected at the annual meeting of the association,
shall take office on January 1, following the annual meeting at
which they are elected, and shall hold office for the ensuing calendar
year, and thereafter until their successors are duly elected if
their successors are not elected by the end of that calendar year.
The election shall be by ballot. The president shall not be eligi­ble for election to the same office for the next succeeding term.

Section 4. Vacancy: In case of the resignation or death,
or disability reasonably expected to continue until the end of the
term for which elected, of an officer or other member of the execu­
tive committee, the remaining members of the executive committee
shall have power to fill the vacancy for the remainder of the term.
In case of the temporary disability of an officer, the remaining
members of the executive committee may appoint an acting officer.

ARTICLE V. MEETINGS.

Section 1. Annual Meeting: The annual meeting of the
association shall be held in December of each year, on the date
prescribed in the by-laws.

Section 2. Regular Meetings: Regular meetings of the
association shall be held at times prescribed in the by-laws.
ARTICLE VI. AMENDMENT OF CHARTER.

This charter may be amended as prescribed in the by-laws.

ARTICLE VII. BY-LAWS.

The by-laws of this association are to be made, altered, and rescinded by majority vote of the active members of the association present and voting at an annual, regular, or special meeting of the association, after at least three days written notice of the action proposed to be taken is mailed to each active member.

ARTICLE VIII. INDEBTEDNESS.

The highest amount of indebtedness or liability to which the association may at any time subject itself shall be Two Thousand Five Hundred Dollars.

ARTICLE IX. REAL ESTATE.

The association may hold real estate of the value of One Hundred Thousand Dollars.

ARTICLE X. TERM OF EXISTENCE.

This association shall exist perpetually.

ARTICLE XI. SUBSCRIBERS.

The names and residence of the subscribers of this charter, who subscribe the same by direction of the membership of the association, are:

Roger J. Waybright
William A. Hamilton
Delbridge L. Gibbs
Guy W. Botts
John S. Duss III

305 Law Exchange Building, Jacksonville, Florida.
814 Barnett Bank Building, Jacksonville, Florida.
625 Barnett Bank Building, Jacksonville, Florida.
1712 Barnett Bank Building, Jacksonville, Florida.
1215 Barnett Bank Building, Jacksonville, Florida.
intended in good faith to carry out the purposes and objects set forth therein.

Roger J. Waybright

Subscribed and sworn to before me this 23rd day of

Leonard W. Thomas
Clerk of the Circuit Court in and for Duval County, Florida.

IN THE CIRCUIT COURT, FOURTH JUDICIAL CIRCUIT, IN AND FOR DUVAL COUNTY, FLORIDA.

IN RE: THE JACKSONVILLE BAR ASSOCIATION

APPROVAL OF CHARTER

The foregoing proposed charter of The Jacksonville Bar Association, having been presented to the undersigned Judge of the Circuit Court, Fourth Judicial Circuit, in and for Duval County, Florida, by the subscribers thereof, being more than five in number; and it appearing and the said Judge finding that said proposed charter is in proper form and for an object authorized by Chapter 617, Florida Statutes, said proposed charter is hereby approved this day of July, A. D. 1952, at Jacksonville, Duval County, Florida.

A. W. Price
JUDGE